

BY-LAWS

DROWNING ACCIDENT RESCUE TEAM

A California nonprofit public benefit corporation

Revised and Restated: 21 May 2002
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BY-LAWS
DROWNING ACCIDENT RESCUE TEAM

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BYLAWS
DROWNING ACCIDENT RESCUE TEAM
A California non-profit public benefit corporation

REVISED AND RESTATED
21 May, 2002

ARTICLE 1
NAME

The name of this corporation shall be “Drowning Accident Rescue Team.” The letters “DART” when used in conjunction with any corporate activity may be used in lieu of the full name of the corporation

ARTICLE 2
PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Sacramento County, California. The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Officers of the Corporation may, from time to time, designate.

ARTICLE 3
PURPOSES AND OBJECTIVES

The primary objectives and purposes of this corporation shall be: to protect the lives and property of citizens in, on, under, or about the varied bodies of water in Sacramento County and where requested under mutual aid provisions by the California State Office of Emergency Services or other agencies.

ARTICLE 4
ORGANIZATION

SECTION 1. STRUCTURE

The corporation shall be composed of two organizational groups, administration and operations.

1. The administration branch shall be responsible for the administration of the corporation’s assets, business dealings and other functions required for the continuing operation of the corporation. The officers, and members are the components of the administration branch.
2. The operational branch shall deal with fulfillment of the organizations Purposes and Objectives. Members who by virtue of their experience, training, education, or other attributes are qualified to perform the operational functions shall form the operational branch.

3. The elected Officers of the Corporation shall not by virtue of their position, be considered automatically fit for operational status, nor shall their position entitle them to any standing in the operations branch.

SECTION 2. OPERATIONAL CLASSIFICATIONS

There shall be a system for classifying members in terms of their operational capabilities. The system shall classify members according to sound and objective means, based on training, experience, education, and other relevant factors.

The operational classification system shall classify members in relation to the operation roles in which the corporation undertakes. The classification system shall also rank members in some order which indicates the particular skill level of each member.

There shall be a procedure devised which shall be used during the operations of the corporation which utilizes the classification system to determine which members will participate in an operation, and what roles the participating members will play in the operation.

ARTICLE 5 LEADERSHIP

SECTION 1. NUMBER OF OFFICERS

The corporation shall have a minimum of 7 and a maximum of 9 officers. Collectively they shall be known as the Officers of the Corporation or simply Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Chief Financial Officer, and a Logistician. The corporation will also have two to four additional Officers at large. The immediate past term President shall be a non-voting, ex officio Officer of the Corporation.

The number may be changed by amendment or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Officers of the Corporation.

Officers of the Corporation have authority to supervise and control the administrative branch of the corporation. Officers of the Corporation have authority to establish Standard Operating Guidelines (SOG), Policy and Procedures and supervise the Chief of Operations through the President.

SECTION 3. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any active member not on any form of disciplinary probation status may serve as an Officer of this Corporation. Officers shall be elected by the membership, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Terms of office shall run from 1 January to 31 December.

SECTION 4. SUBORDINATE OFFICERS

The Officers of the Corporation may appoint such other appointees or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Officers of the Corporation.

SECTION 5. COMPENSATION

Officers shall serve without compensation. However, they shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as specified in Section 8 of this Article and approved by the Officers.

SECTION 6. REMOVAL, SUSPENSION AND RESIGNATION

A recall election of any officer may be initiated by a motion made at a properly called regular or special meeting of Leadership or Membership, by motion duly made and seconded, when passed by a simple majority of the quorum present as required by these By-Laws.

Once properly called, a recall election shall be held within thirty days of its being called. The officer being recalled shall be suspended from all administrative duties pending outcome of recall election.

Presentations both for and against the recall may be presented to the membership. If done, equal consideration will be given to both sides and such presentations shall be mailed to all regular members at least ten (10) working days prior to the recall election.

Any officer may resign at any time by giving written notice to the Officers of the Corporation or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

No officer may resign if the corporation would then be left without a duly elected Officer or Officers in charge of its affairs, except upon notice to the Attorney General.

SECTION 7. VACANCIES

Vacancies on the Officers of the Corporation shall exist (1) on the death, resignation or removal of any officer, and (2) whenever the number of authorized officers is increased.

The Officers of the Corporation may declare vacant the position of an officer who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached, any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any vacancy caused by the death, resignation removal, disqualification, or otherwise, of any officer shall be filled by the Officers of the Corporation. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until

such time as the Officers shall fill the vacancy. Vacancies occurring in positions of officers appointed at the discretion of the Officers may or may not be filled as the Officers shall determine.

Any vacancy filled as provided by this Section shall hold office until the next annual election of the Officers of the Corporation or until his or her death, resignation or removal from office.

SECTION 8. DUTIES

It shall be the duty of the officers to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation;
3. Supervise all agents and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws
5. Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notice thereof.

A. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the jurisdiction of the Officers of the Corporation, supervise and control the affairs of the administrative branch of the corporation and administrate the activities of the operational branch of the corporation. He or she shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Officers of the Corporation. He or she shall preside at all meetings of the Officers of the Corporation and shall preside at all meetings of the members. The president shall only cast a vote in an Officers' meeting if there is a tie in the voting.

B. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Officers of the Corporation.

C. DUTIES OF SECRETARY

The Secretary shall:

1. Certify and keep a copy of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the Officers may determine, a book of minutes of all meetings of the officers, and, if applicable, meetings of committees of Offices and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
5. Keep at the principal office of the corporation the membership book as defined in Article 13, Section 5.
6. Exhibit at all reasonable times-to any officer of the corporation, or to his or her agent or attorney, on request therefore the Bylaws, the membership book, and the minutes of the proceedings of the officers of the corporation.
7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Officers of the Corporation.

D. DUTIES OF CHIEF FINANCIAL OFFICER

Subject to the provisions of these Bylaws relating to Article 7 "Execution of Instruments, Deposits and Funds," the CFO shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Officers of the Corporation.
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Officers of the Corporation, taking proper vouchers for such disbursements.

4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any officer of the corporation, or to his or her agent or attorney, on request therefore.
6. Render to the President and officers, whenever requested, an account of any or all of his or her transactions as CFO and of the financial condition of the corporation.
7. In general, perform all duties incident to the office of CFO and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Officers of the Corporation.

E. DUTIES OF LOGISTICIAN

The Logistician shall:

1. Maintain DART facilities and equipment such that the organization can accomplish its mission in a timely manner.
2. Be responsible for the procurement of new equipment.
3. Keep and maintain adequate and correct inventory of the corporation's physical properties and operational assets.
4. Exhibit at all reasonable times the inventory records an account of any or all of his or her transactions as Logistician and of the inventory of the corporation to any officer of the corporation, or to his or her agent or attorney, on request therefore.
5. In general, perform all duties incident to the office of Logistician and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Officers of the Corporation.

SECTION 9. NON-LIABILITY OF OFFICERS

The officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 10. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, Officer, appointee, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 11. INSURANCE FOR CORPORATE AGENTS

The Officers of the Corporation may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including an Officer, appointee, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 12. RESTRICTION REGARDING INTERESTED OFFICERS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving as Officers of the Corporation may be interested persons. For purposes of this Section, "interested persons," means either:

1. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise; or
2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

ARTICLE 6 MEETINGS OF LEADERSHIP

SECTION 1. PLACE OF MEETINGS

Meetings shall be held in the County of Sacramento unless otherwise provided by the Officers or at such place within or without the State of California, which has been designated from time to time by resolution of the Officers of the Corporation. In the absence of such designation, any meeting not held in the County of Sacramento shall be valid only if held on the written consent of all officers given either before or after the meeting and filed with the Secretary of the corporation or after all Officers of the Corporation have been given written notice of the meeting as hereinafter provided for special meetings of the Officers. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Officers participating in such meeting can hear one another.

SECTION 2. REGULAR AND ANNUAL MEETINGS

Regular meetings of Officers shall be held monthly.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Officers of the Corporation may be called by the President, the Vice President, the Secretary, or by any two officers, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 4. NOTICE OF MEETINGS

1. Time of Notice. Regular meetings of the Officers may be held without notice. Special meetings of the Officers shall be held upon our (4) days notice by first class mail or forty-eight (48) hours' notice delivered personally or by telephone or via pager.
2. Manner of Giving Notice. If sent by mail or pager, the notice shall be deemed delivered on its postmark in the mails or on its delivery to the pager company. Such notices shall be addressed to each Officer at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent officers if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to officers absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.
3. Contents of Notice. Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any Officers' meeting need not be specified in the notice.
4. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Officers, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Officer not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of 50% of the Officers. The immediate past term President shall not count towards a quorum. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Officers at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the officers present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Officers.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting,

other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The officers present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of officers from the meeting, provided that any action thereafter taken must be approved by at least a majority of the require quorum for such meeting or such greater percentage as may be required by the Articles of Incorporation or Bylaws of this corporation.

SECTION 6. MAJORITY ACTION AS OFFICERS ACTION

Every act or decision done or made by a majority of the Officers present at a meeting duly held at which a quorum is present is the act of the Officers of the Corporation, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which an Officer or appointee has a material financial interest (Section 5233) and indemnification of Officers (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Officers.

SECTION 7. CONDUCT OF MEETINGS

Meetings of the Officers of the Corporation shall be presided over by the President who shall serve as Chairperson. In his or her absence, the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the officers present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Officers, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Roberts Rules of Order shall govern meetings; as such, rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 8. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Officers of the Corporation under any provision of law may be taken without a meeting, if all Officers shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all Officers" shall not include any "interested officer or director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Officers. Such action by written consent shall have the same force and effect as the unanimous vote of the officers. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Officers of the Corporation without a meeting and that the Bylaws of this corporation authorize the officers to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE 7 CHIEF OF OPERATIONS

SECTION 1. APPOINTMENT

The President shall nominate and the Officers of the Corporation shall confirm a Chief of Operations at the first meeting of the Officers. The Chief of Operations shall serve at the pleasure of the Officers of the Corporation and shall serve until a new appointment is made, a resignation is received or removal by the Officers of the Corporation. In the event that the office of Chief of Operations becomes vacant, the President shall appoint an interim Chief of Operations until the next meeting of the Officers to confirm a new Chief of Operations.

The Chief of Operations is deemed an officer of the corporation for purposes of non-liability and indemnification as provided in Article 4, Sections 9 and 10 of these By-Laws, but shall not be considered as a member of the Officers of the Corporation.

SECTION 2. ACCOUNTABILITY AND AUTHORITIES

The Chief of Operations shall be subject to the jurisdiction by majority action of the Officers of the Corporation, and report to the President. The Chief of Operations shall supervise and control the operational branch of the corporation and have sole authority during operational activities. Until such time as the operational activity is cancelled, no Officer of the Corporation may interfere with the Chief of Operations responsibilities.

SECTION 3. RESPONSIBILITIES

The office of the Chief of Operations shall be responsible for the enforcement of the Standard Operation Guidelines (SOG), management of operational activities, and keep the operational branch in a state of readiness. The Officers of the Corporation may assign additional duties through the President .

ARTICLE 8 COMMITTEES

SECTION 1. COMMITTEES

The corporation shall have such committees as may from time to time be designated by resolution of the Officers of the Corporation. Such other committees may consist of persons who are not also Officers of the Corporation. These committees shall act in an advisory capacity only to the Officers and shall be clearly titled as "advisory" committees.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Officers of the Corporation, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Officers of the Corporation and its members, except that the time for regular meetings of committees may be fixed by resolution of the Officers of the Corporation or by the committee. The Officers of the Corporation may also fix the time for special meetings of committees. The Officers of the Corporation may also adopt rules and regulations pertaining to the

conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 9

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Officers of the Corporation, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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 specific instances. Unless so authorized, 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 to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Officers of the Corporation, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by two members of the Officers of the Corporation. It is a violation of these By-Laws to affix a signature to a check with the payee line blank.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Officers of the Corporation may select.

SECTION 4. GIFTS

The Officers of the Corporation may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

Evidence of any contribution, gift, bequest, or devise must be provided to the CFO in written form within 30 days of receipt.

ARTICLE 10

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its designated location in the State of California:

1. Minutes of all meetings of Officers, committees and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times.

SECTION 2. CORPORATE SEAL

The Officers of the Corporation may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the designated location of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. OFFICERS' INSPECTION RIGHTS

Every officer shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
2. To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of officers as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
3. To inspect at any reasonable time the books, records (with the exception of another person's membership file or confidential personnel matters), or minutes of proceedings of the Officers or committees, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The Officers shall cause an annual report to be furnished not later than one hundred and fifty (150) days after the close of the corporation's fiscal year to Officers of the Corporation and, to any

member who requests it in writing., Said report shall contain the following information in appropriate detail as of the end or during the previous fiscal year:

1. The assets and liabilities, including the trust funds, of the corporation;
2. The principal changes in assets and liabilities, including trust funds;
3. The revenue or receipts of the corporation, both unrestricted and restricted;
4. The expenses or disbursements of the corporation, for general and restricted purposes,
5. Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all officers and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation, was a party, and in which any Officer of the Corporation had a direct or indirect material financial interest.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

**ARTICLE 11
FISCAL YEAR**

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

**ARTICLE 12
AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the members, if any, of this corporation. The approval is to be by a majority vote of the membership present at the regular meeting of the corporation at the meeting succeeding the introduction of the bylaw change.

**ARTICLE 13
AMENDMENT OF ARTICLES of INCORPORATION**

SECTION 1. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

Amendment of the Articles of Incorporation may be adopted by the approval of the Officers of the Corporation and by the approval of the members of this corporation.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 14
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, Officer, appointee, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Officers of the Corporation; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied,, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 15 MEMBERS

SECTION 1. TYPES OF MEMBERSHIPS

The corporation shall have only three classes of members; active, non-active, and honorary. No member may hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

Active members are voting members. Non-active members, and honorary members are nonvoting members. A non-active member is defined as a member who has:

1. Requested and granted a Leave of Absence, or
2. Has failed to respond to an Inactivity Notice as described in the SOG

Honorary members shall be those persons who, by reason of occupation, financial support, or other peculiar ability serve the community in a manner which exemplifies the objectives and purpose of the corporation. Honorary membership shall be determined by a vote of the active members, after nomination and presentation by any active member. The nomination resolution must be passed with at least an eighty percent (80%) vote of those present.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows:

1. Availability and willingness to devote time and energies to DART activities.
2. Good moral character.
3. A level of experience, and maturity, which will enhance the ability of the corporation to fulfill its mission.
4. Knowledge of and agreement with DART goals, bylaws, and operational procedures.
5. Subject to continuing acceptance as a State Disaster Worker with the State of California.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership after recommendation of the membership committee and the approval of the membership by a vote at a regular meeting by a majority vote of the membership present.

The new member shall be considered on probation for the nine month period subsequent to being voted into the corporation. During this time period, the new member may be dismissed by the Officers of the Corporation by a majority vote, with or without cause.

Members placed on non-active status may return to active status by submitting a written request to the President or Secretary. The Officers shall either accept or reject the request.

SECTION 4. FEES, DUES AND ASSESSMENTS

1. A fee may be charged for making application for membership in the corporation.
2. There shall be no annual dues payable to the corporation by members.
3. Memberships shall be nonassessable.

SECTION 5. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date and method of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any officer or member of the corporation during regular business hours.

The record of names and mailing addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 6. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 7. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

SECTION 8. TERMINATION OF MEMBERSHIP

1. Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:
 - (a) Resignation - Upon his or her written notice of such termination delivered to the President or Secretary of the corporation personally or by-mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
 - (b) Expulsion - Upon a determination by the Officers of the Corporation that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation, or has been denied State Disaster Worker status.
2. Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (1)(b) of this section, the following procedure shall be implemented:
 - (a) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and

the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Officers of the Corporation in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Officers. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(c) Following the hearing, the Officers of the Corporation shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Officers shall be final.

SECTION 9. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 10. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 16 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the designated location of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Officers of the Corporation.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually in November each year, at the designated location, for the purpose of electing Officers and transacting other business as may come before the meeting. Cumulative voting for the election of Officers shall not be permitted. The candidates receiving the highest number of votes up to the number of Officers-at-large to be elected shall be elected, Each voting member shall cast one vote per position with voting being by ballot only. The annual meeting of members for the purpose of electing Officers shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

Other regular meetings of the members shall be held monthly at the designated location and time.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members may be called by the President or by the Officers of the Corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the voting members.

SECTION 4. NOTICE OF MEETINGS

1. **Time of Notice.** Whenever members are required or permitted to take action at a special meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the recorded date for the notice of the meeting, is entitled to Vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.
2. **Manner of Giving Notice.** Notice of a members special meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given at the place where the designated location of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the designated location is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.
3. **Contents of Notice.** Notice of a special membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Officers, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members' at which Officers are to be elected shall include the names of all those who are nominees at the time notice is given to members.
4. **Notice of Meetings Called by Members.** If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Officers and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.
5. **Waiver of Notice of Meetings.** The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken 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, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

6. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
 - (a) Removal of officers without cause;
 - (b) Filling of vacancies of the Officers by members;
 - (c) Amending the Articles of Incorporation; and
 - (d) An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of 34% of the voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting,

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each active member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Officers, however, shall be by ballot.

SECTION 8. PROXY VOTING

Members entitled to vote shall be permitted to vote or act by proxy when designated by the Officers of the Corporation.

If membership voting by proxy is allowed, members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the corporation, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law.

If membership voting by proxy is allowed, all proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of officers, shall list those persons who were nominees at the time the notice of the vote for election of officers was given to the members. In any election of officers, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of officers is withheld shall not be voted either for or against the election of an officer.

If membership voting by proxy is allowed, proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President, or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the membership, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Officers, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by 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 the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Officers may be elected by written ballot. Such ballots for the election of officers shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of officers is withheld, they shall not be counted as votes either for or against the election of an officer.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members,

SECTION 12. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant at 20 days prior to the conduct of business.

ARTICLE 17 ELECTIONS

SECTION 1. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of officers by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

1. A reasonable means of nominating persons for election as officers.
2. A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
3. A reasonable opportunity for all nominees to solicit votes.
4. A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Officers and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, allows the member to exercise their rights as a member.

The demand shall state the purpose for which the list is requested and the membership list shall be made 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.

The corporation shall not distribute any written election material soliciting votes for any nominee for officer at the corporations' expense

Any person who is qualified to be elected to the Officers of the Corporation shall be nominated during the three (3) months prior to the annual meeting of members held for the purpose of electing officers by any member present at the meeting in person or by proxy. Nominations will be closed at the end of the General Meeting the month prior to the election.

Absentee ballots shall be mailed within seven days of the close of business on the general meeting prior to the election. Absentee ballots returned via mail must be received by close of business the day prior to the election. Absentee ballots may be hand delivered to the Secretary no later than the call to order of the general meeting at which election are to be held.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the membership of said corporation on the date set forth below.

Dated: **21 May 2002**

Mark C Augustine.
Mark C. Augustine, By-Law Committee Chairman

Lee Farrall.
Lee Farrall, Secretary