

Adopted by a majority vote of the members present (constituting a quorum) at a special members meeting on May 21, 2001. Amendments and changes adopted by a majority vote of the members present (constituting a quorum) at the regularly scheduled meeting of May 10, 2011

## BY-LAWS OF CAMPO FIRE DEPARTMENT

### **ARTICLE I: Purpose**

This corporation (Campo Fire Department) is formed to provide fire prevention, protection, and emergency medical services to and on behalf of the citizens (residents and property owners) of Campo, California, postal code 91906, inter alia, establishing and supporting a ~~Volunteer Fire Company~~ **volunteer fire company**. The corporation shall be non-profit, non-sectarian, and non-racial.

### **ARTICLE II: Definitions**

Fire Department: Entire organization, including Board of Directors and Firefighters.

Fire Company: Volunteer Fire Chief and Firefighters.

Fiscal year: July 1 to June 30.

Plurality: Election by a simple majority vote of the active members present and voting.

### **ARTICLE III: Offices**

This corporation shall maintain its principal offices at P.O. Box 55, Campo, CA 91906-0055, (corner Jeb Stuart and Parker Roads) until and unless such location shall be hereafter changed in accordance with these by-laws.

### **ARTICLE IV: Membership of the Corporation**

The corporation shall have one (1) class of membership as follows: Regular Members. All regular members shall have the right to vote. In all respects the rights, interests, and privileges of each member shall be the same.

Any person of voting age, firm, corporation, or other entity owning any interest in property in, or residing within, County Service Area 112, as outlined on attached Exhibit "A", shall be eligible to become a Regular member. Each such person or entity shall be entitled to one, and only one, regular membership and only one vote.

### **ARTICLE V: Liability of Members for Corporate Debts**

No member of the corporation shall be liable, personally, for the debts, liabilities, or obligations of the corporation.

### **ARTICLE VI: Dues**

There shall be no schedule of dues to be paid by the members. The Board of Directors may, from time to time, ask for voluntary contributions from the members for a particular purpose, but there shall be no legal liability on the part of the member to pay such sum.

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#### **ARTICLE VII: Annual Meeting of Members**

Annual meetings of the members of this Association shall be held in the month of ~~July~~ **June** of each year at such time and place in Campo, California, as may be given at least seven (7) days in advance by public notice from the Board of Directors. Thirteen members present shall constitute a quorum; ~~but the meeting shall be open to the public.~~

#### **ARTICLE VIII: Special Meetings of Members**

Special meetings of the members of the Association may be called at any time by the President, or shall be called by him upon the written request of members constituting ten percent (10%) or more of the membership. The time and place of the meeting, and its purpose, shall be stated in the notice thereof which shall be given at least seven (7) days prior to such meeting. Thirteen members present shall constitute a quorum and no business shall be transacted other than that stated in the notice of such meeting.

#### **ARTICLE IX: Proxies**

Members entitled to vote on any item at any meeting shall not be permitted to vote or act by proxy.

#### **ARTICLE X: Directors and Management**

A The government of the corporation shall be vested in a Board of ~~ten (10)~~ **seven (7)** directors elected as follows: ~~Three (3) directors shall be elected by, and from the members of the Volunteer Fire Company (not to include the Chief or Assistant Chief), by secret ballot during the month in which the annual meeting is held. The directors so elected shall serve one-year terms. Any vacancies that shall occur in these three elected directors shall be filled by a special election of the Fire Company. The other seven (7) d~~ **D**irectors shall be elected by the membership at the annual meeting by secret ballot and shall hold office for two years (or until their successors are elected or installed). The elections of these seven (7) directors shall be staggered so that four (4) shall be elected on alternate years with the other three (3) at the annual meeting. Results of all elections shall be decided by plurality. Any vacancies occurring in the seven elected members of the Board of Directors shall be filled by the remaining Board Members. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director so elected to fill a vacancy shall serve ~~until the next election.~~ **the remainder of the term of the vacant seat.**

B The Board of Directors shall meet monthly during the fiscal year, at such time and place as may be designated by the President. Written or oral notice of the time and place of such meeting shall be given at least three (3) days before the time fixed for such meeting. Special meetings of the Board of Directors may be called by the President or by two (2) of the Directors upon oral or written notice given at least three (3) days in advance of such special meeting. Each notice shall state the time and place of the meeting and the purpose for which it is called. ~~Six (6)~~ **Four (4)** Directors shall constitute a quorum at any regular or special meeting.

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- C All Board Members must provide reasonable (a minimum of 24 hours) notice to the President of inability to attend the monthly meeting. Three un-excused absences from monthly meetings will constitute grounds for removal from the Board.
- D All meetings shall be conducted under Robert's Rules of Order, Revised and in compliance with the State of California's Ralph M. Brown Act.
- E The hardcopy of the written minutes of all board meetings, as approved by the Board, shall be a permanent record of the actions of the Board and as such shall be considered as directives for the operation of the department.
- F The Board of Directors selected at each annual meeting of the members shall meet immediately after the adjournment of such meeting without notice to elect officers for the ensuing fiscal year.
- G Ex-Officio Members of the Board. The Chief and the Assistant Chief of the Volunteer Fire Company shall be ex-officio members of the Board and shall not be entitled to vote.
- H The Board of Directors shall have the power to make such rules and regulations as are deemed necessary for the conduct of the affairs of the corporation and which are not inconsistent with these Bylaws, the Articles of Incorporation, or law.
- I Current Bylaws and Policies and Procedures documents shall be reviewed annually in August, by a committee appointed by the President and consisting of at least one board member. Any changes will be presented to the board for approval, no later than the October meeting.

#### **ARTICLE XI: Officers**

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer.

- A The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business affairs and activities of whatever nature, of the corporation.
- B The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting, shall have the same powers of, and be subject to, all the restrictions upon the President.

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- C The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the property and business transactions of the corporation. He shall cause all monies of the corporation to be deposited to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse funds of the corporation as may be ordered by the Board of Directors, rendering an account to the Officers and Board of Directors upon request. The books of account shall be open to inspection, following advance notice, by any Director or Member at all reasonable times.
- D The Secretary of the corporation shall be responsible for recording the minutes of the meetings of the Members and of the Directors, and for sending notices thereof to the appropriate persons. In addition, the Secretary shall perform and carry out all the correspondence from the corporation, and shall supervise and manage the office functions of the corporation.
- E The Ex-officio member Fire Chief shall be appointed by and serve at the pleasure of the Board of directors. The Fire Chief shall be responsible for the organization and activities of the ~~Volunteer~~ Fire Company, acting in accordance with Sections 14825 through 14860, inclusive, of the California Health and Safety Code. In addition, he shall make monthly reports to and take policy direction from the Board of Directors, establish, present for review by the Board or Directors, and publish the Fire Company's Rules of Conduct and Regulations for Firefighters, and shall coordinate with other agencies as directed by the Board of Directors.

## **ARTICLE XII: Financial Committees**

In October of each year the President shall appoint a budget committee consisting of at least two board members and the Chief, to coordinate with the ~~Special District Advisor~~ San Diego County Fire Authority (SDCFA) on the proposed budget for the following fiscal year (July 1 to June 30) to the board for approval. Said budget shall be submitted to the full Board for approval no later than the January Meeting.

In June of each year the President shall appoint an audit committee consisting of at least two community members who will submit a report on their findings at the regular August meeting. In addition, an immediate internal audit shall be performed upon any change in the Office of Treasurer, and be presented to the full Board at the next monthly meeting.

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### **ARTICLE XIII: Standing Committees**

The President shall, from time to time, create standing committees to carry out specific programs and goals of the corporation. He shall appoint the Chairperson and designate the name and activity of the Committee. The Chairperson may select the members of the Committee subject to the concurrence of the President. All committee reports will be presented at Board meetings and a final report will complete the committee activity on any assigned task.

### **ARTICLE XIV: Seal**

The Board of Directors shall provide a corporate seal, which shall set forth the name of the corporation and have inscribed thereon the words "Incorporated", "California", and the date of said incorporation.

### **ARTICLE XV: Amendments to By-laws and Policies & Procedures**

New By-laws and/or Policies & Procedures may be adopted or these By-laws and Policies & Procedures may be amended or repealed by a majority vote of those members present at any regular or special meeting of the Members of the corporation at which a quorum is present.

### **ARTICLE XVI: Dissolution**

Upon dissolution of the Corporation, the assets shall be distributed in accordance with Section 9801 of the California Corporations Code.

### **ARTICLE XVII: Members' Right to By-laws and Policies & Procedures Documents**

Each member shall be eligible to receive a copy, upon request, of these Documents. .

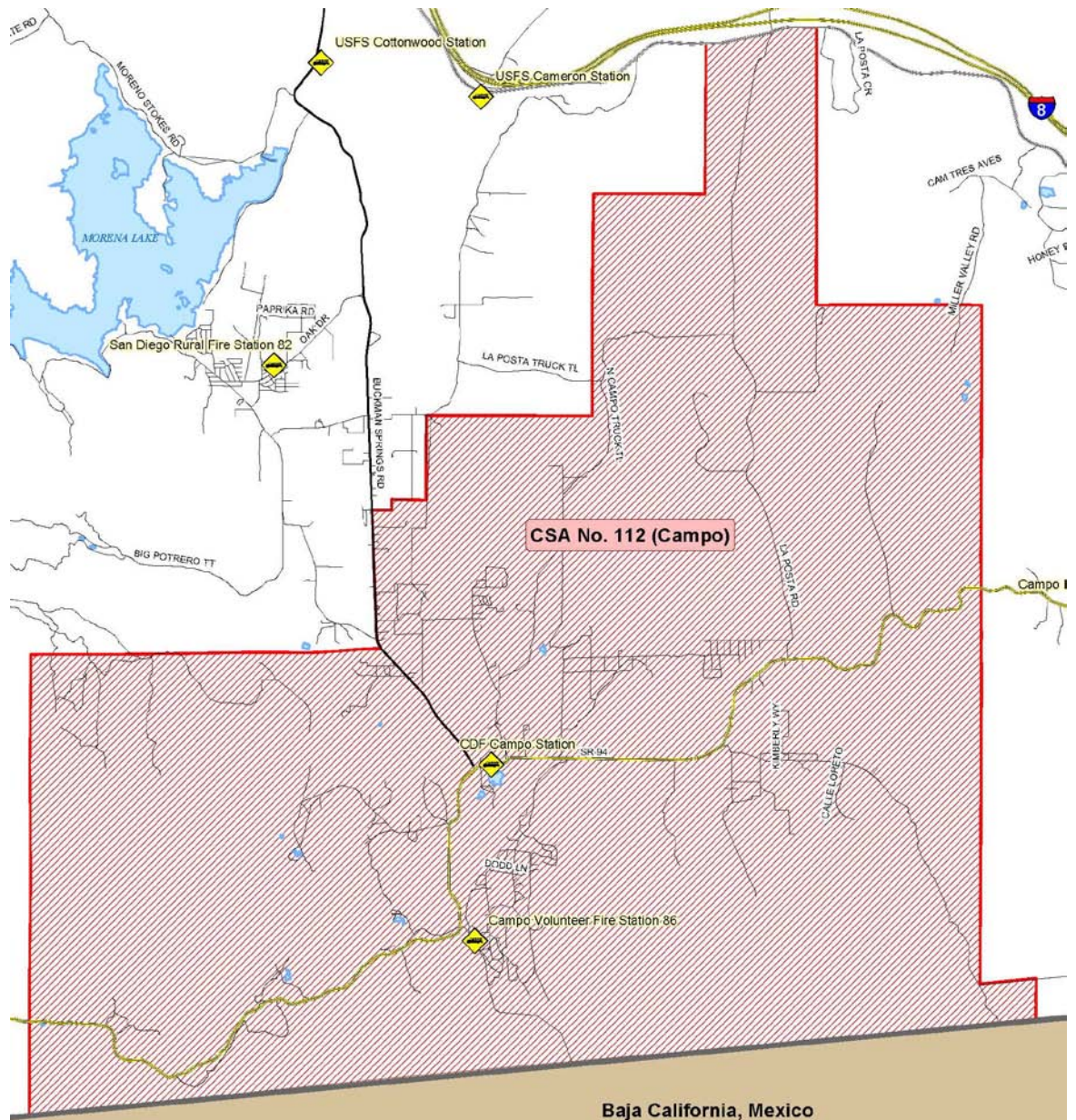
### **ARTICLE XVIII: CORPORATE RECORDS**

All Original Corporate Records and documents shall be stored in a locked ~~fire-safe~~ file cabinet at the Fire Station. Regular access to such records shall be limited to the Officers of the Corporation, however, upon reasonable advance notice, all records shall be made available for inspection by any member of the Fire Department. These documents shall not be removed from the Fire Station. Records shall be retained in accordance with the current State of California, Secretary of State, Local Government Records Management Guidelines.

### **ARTICLE XIX: General**

As used in these By-laws, the masculine, feminine, or neuter gender, and the singular or plural number, shall be deemed to include the others whenever the context so indicates.

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Attachment A County Service Area 112

**Notes from May 10, 2011 revisions.** ~~Strikeout~~ equals removed verbiage. **Highlighted areas** equals additions approved. A clean copy of these current By-Laws is available at [www.campofire.org](http://www.campofire.org)