

**SONOMA COUNTY FIRE WIDOWS and ORPHANS FUND,  
INCORPORATED**

**BYLAWS**

**Purpose**

The special fund set up within this corporation shall be solely for the purpose of providing temporary relief to the dependents of firefighters, *EMS and their Emergency Dispatch personnel* of Sonoma County who expire, or are severely injured or fall victim to career ending illness during membership while *engaged in emergency mitigation activities performing firefighting* and other related functions, including rendering aid to persons or animals in need as a result of a fire; accident or other natural or man-made disaster or who expire from natural or accidental causes during participation in this special fund while a member of this fund.

**ARTICLE 1 - MEMBERSHIP**

Section 1.01(a)

The corporation shall have three (3) classes of membership as follows:

1. ACTIVE MEMBER:

Active membership shall be open duly to the fire chief, assistant chief, deputy chief or battalion chief of any fire fighting agency located in Sonoma County.

2. ASSOCIATE MEMBER:

Individuals who do business with the fire services or who represent a government agency other than a fire service may be designated as an Associate member and may attend and participate in regular membership but shall have no vote.

3. HONORARY MEMBER:

An Honorary member may be elected by a majority of the members present at a regular meeting. An honorary member will have the same privileges as an associate member.

Section 1.01(b)

Voting rights shall be limited to the highest ranking Active member, of a fire agency, attending the Fire Chiefs meeting. They may introduce, move and second business of this corporation.

Associate and Honorary members have no voting rights. In all other respects, the rights, interests and privileges of each member, regardless of their classification in the corporation, are equal. No member shall hold more than one membership in corporation.

#### Section 1.02

Membership dues shall be non-assessable.

#### Section 1.03

Annual dues shall be set at the annual meeting. There shall be no difference in the rate for regular membership and associate membership, Honorary membership shall pay no dues. Dues are payable in advance on or before the February meeting date. If payment of dues is not made by the February meeting, the rights afforded to the membership will be suspended.

#### Section 1.04

Membership shall terminate (1) on receipt by the Board of Directors of the written or typed resignation of a member; (2) on the failure of member to pay his/her annual dues on or before their due date, and not otherwise; (3) *when they* leave the agency they represent.

### **ARTICLE 2 - MEETINGS OF MEMBERS**

#### Section 2.01

Meetings of members may be held at any place within or without the State which has been designated from time to time by resolution of the members or by written consent of all members. In absence of such designation, meetings shall be held at the principal office of the corporation.

#### Section 2.02

Members shall meet annually on the second Wednesday of December, at a time determined by a majority of the Directors. The annual meeting day may also be changed with the concurrence of a majority of the Directors in conjunction with proper notice given to the membership. The purpose of this meeting shall be for electing Directors and transacting business as may come before it.

#### Section 2.03

Special meetings shall be called by the President of the corporation and held at such times and places within or without the State of California as may be ordered by resolution of the Board of Directors or by members holding not less than ten percent (10%) of the voting power of the corporation.

Section 2.04

Notice of the time and place of the annual meeting shall be delivered to each member, electronically, personally or by mail at least seven (7) days prior to such meeting.

Section 2.05

Notice of the meeting shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.

Section 2.06

Six (6) Active members shall constitute a quorum for the transaction of business, and, except as otherwise provide by law, by the Articles of Incorporation, or by these Bylaws, no business shall be transacted in the absence of a quorum.

Transactions involving the benefit disbursements shall be governed by Section 6.1.

Section 2.07

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

Section 2.08

Meetings shall be held in a place that can provide adequate facilities, privacy, lighting and general surroundings that are conducive to an orderly and businesslike meeting. Meetings should be held in locations that will be readily available to the majority of the membership.

**ARTICLE 3 - DIRECTORS**

Section 3.01

The Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law.

Section 3.02

The Directors shall consist of the five (5) members, the President, Vice-President and Secretary-Treasurer, as well as the two (2) immediate Past Presidents *Directors of the Sonoma County Fire Chief's Association* provided that they are still Active members, and a majority of the Directors shall constitute a quorum for the transaction of business.

### Section 3.03

Directors, other than those named in the Articles, shall be elected at the annual meeting as defined in Section 2.02 hereof and shall hold office until their successors are elected and qualified. Candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors named in the Articles shall hold office until the election of their successors.

### Section 3.04

Directors shall serve without compensation.

### Section 3.05

(a) Meetings of directors shall be held at any place within the State which has been designated from time to time by resolution of the directors or by written consent of all directors. In the absence of such designation, meetings shall be held at the principal office of the corporation.

(b) Directors shall meet as needed, prior to the annual meeting. Special meetings may be called by the President or any two Directors, and such meetings shall be held at the time, place, and hour designated by the person or persons calling the meeting.

(c) Notice of the time and place of meetings shall be delivered to each Director, electronically, personally or by mail prior to any such meeting, provided, however, that notice of regular meetings is hereby dispensed with.

(d) In the absence of a quorum, the Board shall transact no business, except as otherwise expressly provided in these Bylaws, in the Articles of Incorporation, or by law, and the only motion the President shall entertain is a motion to adjourn.

(e) Meetings of Directors shall be governed by Robert's Rules of Order, latest edition, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation, or with law.

## **ARTICLE 4 - OFFICERS**

### Section 4.01

The corporation shall have a President, a Vice-President, and a Secretary-Treasurer.

### Section 4.02

Officers of the corporation shall be elected from among the regular members at its Annual meeting. Vacancies shall be filled by the Board.

#### Section 4.03

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the corporation. He/She shall perform all duties incidental to his office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

#### Section 4.04

The Vice-President shall perform all duties, and exercise all powers, of the President when the President is absent or is otherwise unable to act. The Vice-President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

#### Section 4.05

The Secretary-Treasurer shall keep minutes of all meetings of members and of the Directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these Bylaws, and shall have charge and custody of all funds of the corporation, shall deposit and disperse such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, shall render reports and accountings to the Directors and to the members as required by the Board of Directors or members, and shall in general perform all duties incidental to the office of Secretary-Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which maybe assigned to him from time to time by the Board of Directors.

#### Section 4.06

Officers of the corporations shall serve without compensation.

#### Section 4.07

There may be designated 'ex-officio' officers from time to time as the President and Board of Directors deem necessary. Any 'ex-officio' officer shall not be a voting member of the Board of Directors, but may attend and participate in the deliberations of the board. Such 'ex-officio' officers may include a Sergeant-at-Arms, Meal Cashier and other officers as the need arises.

### **ARTICLE 5 - COMMITTEES**

#### Section 5.01

There shall be a Nomination Committee of three members. The purpose of this committee is to make nomination of officers for the annual meeting. In the event of a vacancy of office Section 4.02 prevails. The nominating committee shall meet prior to the annual meeting.

## Section 5.02

Audit Committee. The purpose of this committee is to review the books and transactions of the corporation on an annual basis, or at the change of officers. The committee membership shall be appointed from the regular membership.

## Section 5.03

The corporation may form other permanent committees as the need dictates. The President shall annually appoint or reappoint the Chair of each permanent committee and the members of those committees. The President may form and appoint Ad-Hoc Committees from time to time, and as the need arises. These committees shall be reviewed on a regular basis and may be added to or discontinued as need dictates.

## **ARTICLE 6 BENEFITS**

### Section 6.1.

Upon unanimous vote of the Board of Directors a benefit of up to FIVE THOUSAND AND NO/100 DOLLARS (\$5,000.00) or 5% of the value of the Trust Fund (whichever is less) in cases where the passing is IN THE LINE OF DUTY with their agency or TWO THOUSAND AND NO/100 DOLLARS (\$2000.00) or 2% of the value of the Trust Fund (whichever is less) in cases where the passing is the result of a non- line-of-duty-death or related accidental causes. In the event of the expiration of more than one member **see section 4** *the provisions of Section 6.4 shall also be followed. In the event of a conflict between these two provisions, Section 6.4 shall prevail .*

### Section 6.2.

Upon unanimous vote of the Board of Directors, a benefit of up to \$500.00 or .5% of the value of the Trust Fund (whichever is less) to provide support or sympathy to any past or present members of a fire, law enforcement, EMS, or dispatch agency may be given to the individual or in the care of their agency for situations deemed appropriate by the Board.

### Section 6.3.

Should benefits be payable to beneficiaries' bereaved by unrelated incidents, the benefits shall be resolved separately on the basis of the date and time of the incident.

### Section 6.4.

Should benefits be payable to beneficiaries arising from the expiration of more than one participant due to the same incident, each participant shall participate equally without depleting the Trust Fund in excess

of 60% of the funds available for benefits.

Section 6.5.

A request for benefits shall be submitted to the Board of Directors who shall communicate, validate and act upon the request within 48 hours of its receipt.

Section 6.6.

Benefits shall be paid within five (5) days after approval is granted.

Section 6.7.

Nothing in these regulations shall be interpreted to take into consideration other benefits to which the beneficiaries may be entitled from any source other than the SCFCASF.

Section 6.8.

Any question as to payment of benefits hereunder shall be decided by the majority vote of the Board of Directors. Said vote shall be final.

**ARTICLE 7 - MISCELLANEOUS PROVISIONS**

Section 7.01

Administrative Fee - The Board of Directors is authorized to implement assessments to the participating agencies as necessary to maintain the solvency of the SCFCASF.

Section 7.02

Amendment of Bylaws - These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the Active membership at the meeting following the introduction of the proposed changes, after the proposed changes have been circulated to all members with the minutes.

Section 7.03

Fiscal Year - The fiscal year of the corporation shall be the calendar year.

Section 7.04

Corporate Seal (Corp. Code 119, 801 (b), 9002) - The corporation shall have a seal which shall be in such form and contain such matter as shall be specified by resolution of the Board of Directors. The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

Section 7.05

Execution of Checks, Notes, Contracts - Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be signed by the Secretary-Treasurer and countersigned by **the President** *another Director*. Any contract, lease, or other instrument executed in the name of and on behalf of the corporation shall be signed by the Secretary-Treasurer and countersigned by **the President** *another Director*, and shall have attached to it a copy of the resolution of the Board of Directors certified by the Secretary-Treasurer authorizing its execution.

Now therefore be it resolved:

BOARD OF DIRECTORS

\_\_\_\_\_  
Randy Collins, President

\_\_\_\_\_  
John Zanzi, Director

\_\_\_\_\_  
Dan Northern, Vice President

\_\_\_\_\_  
Doug Williams, Director

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Sean Grinnell, Secretary - Treasurer