

**Bylaws of
CERT Auxiliary of Santa Cruz County
A California Public Benefit Corporation**

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Santa Cruz County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated _____
_____	Dated _____

ARTICLE 2. PURPOSES

SECTION 1. MISSION AND OBJECTIVES

The primary mission of this corporation shall be: Build a support cadre of volunteers empowering individuals with the skills, knowledge, and attitudes for serving as immediate responders in disasters affecting their neighborhoods and communities in Santa Cruz County.

The Objectives are:

Provide instruction and inspiration for individuals about CERT education and other programs in disaster preparedness

Build and maintain neighborhood programs helping communities be prepared for emergencies.

Seek supportive contacts in existing public and private organizations, and with individuals to further the goals of CERT Auxiliary

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall have no fewer than five (5) not more than eleven (11) directors, with the exact number to be fixed within these limits by approval of the board of directors.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove all officers or agents of the corporation;
- (c) Manage and supervise all officers and agents of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their current e-mail addresses with the secretary and notices of meetings e-mailed to such addresses shall be valid notices.

SECTION 4. TERMS OF OFFICE

Each director shall hold office for 3 years, or until his or her successor is elected and qualified. Directors may serve repeated terms.

SECTION 5. COMPENSATION

Directors shall serve without compensation with no payment authorized.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or that has been designated by resolution of the board of directors.

Any meeting, regular, or special may be held by e-mail, conference telephone, electronic video screen communication, or with other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another.

SECTION 7. REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held at least quarterly, preferably on the first Tuesday of the quarter unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day; or date and time approved by the Board.

SECTION 8. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the president, the secretary, or by any two directors. Such meetings shall be held at the place designated by the person or persons calling the meeting.

SECTION 9. CONTENTS OF NOTICE

Notice of other meetings shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of the majority of the board of directors. No business shall be considered by the board at any meeting if a quorum is not present. The only motion the president shall entertain at such a meeting is a motion to adjourn.

The directors 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 directors from the meeting, provided that any action taken must be approved by at least a majority of the required quorum.

SECTION 11. MAJORITY ACTION AS BOARD ACTION

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 of directors.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the president or, in his or her absence, by the treasurer or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board. In his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by "Robert's Rules of Order, as appropriate.

SECTION 13. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall 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 action by email or written consent shall have the same force and effect as the unanimous vote of the directors.

SECTION 14. VACANCIES

Vacancies on the board of directors shall exist (1) on the loss of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

A person elected to fill a vacancy as provided by this Section shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

SECTION 15 NON-LIABILITY OF DIRECTORS

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

ARTICLE 4. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a president, a secretary, and a treasurer. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns, is removed, or is disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The board of directors may appoint such other officers 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 by the board of directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary. Such resignation shall take effect at the date of receipt of such notice or at any later date specified, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy of any officer shall be filled by vote of the board of directors. 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 board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board determines.

SECTION 6. DUTIES OF PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her 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 by the board of directors. He or she shall preside at all meetings of the board of directors; and in the name of the corporation, execute actions authorized by the board of directors.

SECTION 7. DUTIES OF SECRETARY

The secretary shall:

Certify and keep the original, or a copy of these bylaws as amended or otherwise altered to date.

Ensure that the minutes of meetings, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be recorded in the corporate records of this corporation within (60) days after the date of the meeting or written consent.

Keep a book of minutes of all meetings of the directors and executive committee meetings.

See that all notices are duly given based on current email addresses of all directors.

Upon reasonable request exhibit the bylaws, articles of incorporation and the minutes of the proceedings to any director or their attorney.

In general, perform all duties incident to the office of secretary and such other duties as may be assigned to him or her by the board of directors.

SECTION 8. DUTIES OF TREASURER

The treasurer shall:

Oversee the bookkeeper

The bookkeeper shall be responsible for all fund management outlined in the CERT Auxiliary Financial Policies.

Upon reasonable request exhibit the books of account and financial records to any director or their attorney.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may assigned to him or her by the board of directors.

ARTICLE 5. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD

The board of directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action requiring the majority vote of all of the directors.
- (b) The filling of vacancies on the board or on any committee that has the authority of the

board.

(c) The amendment or repeal of bylaws or the adoption of new bylaws.

(d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealed.

(e) The appointment of committees of the board.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report to the board as the board may require.

SECTION 2. OTHER COMMITTEES

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

ARTICLE 6. EXECUTION OF CONTRACTS AND GIFTS

SECTION 1. EXECUTION OF CONTRACTS

The board of directors may by resolution authorize any officer or agent of the corporation to enter into any contract or execute actions on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent, shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or cause monetary liability for any purpose or in any amount.

SECTION 2. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift,

bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 7 ANNUAL REPORT

SECTION 1. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than sixty (60) days after the close of the fiscal year to all directors of the corporation. The report shall contain the following information:

- (a) The assets and liabilities of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

The annual report shall be accompanied by any report of an independent accountant, or, if there is no such report, a statement of an authorized officer of the corporation that the report was prepared without audit from the books and records of the corporation.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day July and end on the last day of June in each year.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws may be altered, amended, or repealed and new

bylaws adopted by the majority vote of the directors.

ARTICLE 10 AMENDMENT OF ARTICLES

SECTION 1. CERTAIN AMENDMENTS

This corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error.

ARTICLE 11 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, or other person connected with this corporation, or any private individual, shall receive any of the net earnings or profit from the operations of the corporation. However, 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 fixed by resolution of the board of directors.

No such person or persons shall be entitled to share in the distribution or receive any of the corporate assets on dissolution of the corporation. All members 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.

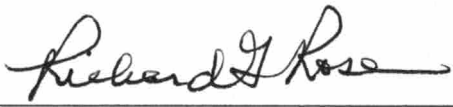
WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS


We, the undersigned, are all of the persons acting as the initial directors of CERT


Approved by Auxiliary BOD March 9, 2015

Auxiliary of Santa Cruz County, a California nonprofit corporation take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 12 pages, as the bylaws of this corporation.

Dated: 3-11-15

Greig Rose , Director

JoAnn McDonnell , Secretary

Scott Bagley , Treasurer

Mary Edmund , President

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title and that these bylaws were adopted by the board of directors of this corporation on the date set forth below.

Dated: 3-11-15

JoAnn McDonnell , Secretary