

BYLAWS OF NOVATO FIRE FOUNDATION  
a California Public benefit Corporation

ARTICLE 1  
NAME

1.01. The name of this Corporation is NOVATO FIRE FOUNDATION a California 'Public benefit Corporation.

ARTICLE 2  
OFFICES

Principal Office

2.01. The principal office of the Corporation for its transaction of business is located in the City of Novato and County of Marin, California and shall initially be located at 95 Rowland Way.

Change of Address

2.02. The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in the County of Marin, California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

ARTICLE 3  
NONPARTISAN ACTIVITIES AND DEDICATION OF ASSETS

3.01 This Corporation has been' formed under the California Public Benefit Corporation Law for the purposes described hereinbelow at Article XV, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding, any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b). by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## DEDICATION OF ASSETS

3.02 The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the objectives and purposes of this corporation as set forth in article xv hereof. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Upon the liquidation or dissolution of the Corporation, all properties and assets and obligations shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the applicable court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE 4 MEMBERS

### Members Prohibited

4.01. The Corporation will not have any members.

### Effect of Prohibition

4.02. Any action that would otherwise require approval by a majority of all members or approval by the members requires only approval of the Board of Directors. All rights that would otherwise vest under the Nonprofit Public Benefit Law in the members will vest in the Directors.

## ARTICLE 5 DIRECTORS

### Number

5.01. The corporation will have five (5) Directors. Collectively The Directors will be known as the Board of Directors.

### Qualifications

5.02. The Directors of the Corporation must be residents of the State of California.

### Term of Office

5.03. Each Director will hold office for the term of one (1) year and until a successor Director has been elected and qualified

### Nomination

5.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

### Election

5.05. The Directors will be elected at each regular meeting of the Board of Directors as prescribed by Section 4.07 of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection without limit provided they continue to meet the qualifications required by Section 4.02 by these Bylaws.

### Compensation

5.06. The Directors serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board.

### Meetings

5.07. The Meetings of the Board of Directors shall be governed by the following rules and standards.

#### Meetings--Call of Meetings

(a) Meetings of the Board may be called by the President or the Secretary or any two Directors or revise to reflect organization of the corporation in terms of number of directors and number and types of officers.

#### Place of Meetings

(b) All meetings of the Board will be held at the principal office of the Corporation as specified in Section 2.01 of these Bylaws or as changed from time to time as provided in Section 2.02 of these Bylaws.

## Regular Meetings

Regular meetings of the Board of Directors will be held, without notice, on the first Wednesday in the months of June and December at 5:00 P.M. If any day fixed for the regular meetings of the Board of Directors falls on a legal holiday, the meeting scheduled for that day will be held at the same hour on the next succeeding day that is not a legal holiday.

## Special Meetings

(d) Special meetings of the Board may be called by the President or the Secretary or any two Directors. Special meetings may be held on four days' notice by first-class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

## Quorum

(e) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

## Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

## Conduct of Meetings

(g) The President or, in his or her absence, any Director selected by the Directors then present will preside at meetings

of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

(h) Adjournment

(h) A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

5.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

Removal of Directors--Removal for Cause

5.09. (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court.
- (2) The Director has been convicted of a felony.
- (3.) The Director has failed to attend 2 consecutive meetings of the Board without be excused from such attendance.

Removal Without Cause

(b) Any Director may be removed without cause if removal is approved by the Board of Directors within the meaning of Corporations Code Section 5032.

Resignation of Director

5.10. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the

effectiveness of the resignation. If the resignation is effective at a future time, -a successor may be elected to take office when the resignation becomes effective. A Director may not resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

#### Vacancies in the Board--Causes

5.11. (a) Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

#### Filling Vacancies by Directors

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.07(d) of these Bylaws; or (3) a sole remaining Director.

#### Powers of the Board

5.12 (a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

(ii) change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of meetings of the Board

of Directors.

(iii) Adopt, make, and use a corporate seal and changes such seal from time to time.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

## ARTICLE 6 OFFICERS

### Number and Titles

6.01. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Chief Financial Officer, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

### Appointment and Resignation

6.02. The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

### Duties of Officers--President

6.03. (a) The President will be the general manager and chief executive of the Corporation and will, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. The President will preside at all meetings of the Board of Directors.\* The President will perform, all duties incident to the office of President and any other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or that may be prescribed from time to time by the Board of Directors. The President is hereby authorized to exercise any right to vote of execute a proxy to vote shares of stock of, any bonds, debentures, or other evidences of indebtedness of, any other, corporation or corporations owned or possessed by the Corporation.

## Vice-President

(b) In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions on, the President. The Vice-President will have those other powers and perform any other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## Secretary

(c) The Secretary will keep or cause to be kept at the principal office of the Corporation, or other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

## Chief Financial Officer

(d) The Chief Financial Officer of the Corporation will keep and maintain in written form or any other form capable of being converted into written form adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account will at all times be open to inspection by any Director of the Corporation. The Chief Financial Officer will deposit all moneys and other valuables in the name of and to the credit of the Corporation with depositaries as may be designated by the Board of Directors. The Chief Financial Officer will disburse the funds of the Corporation as ordered by the Board of Directors, and will render to the President and the Directors, on request, an account of all that officer's transaction as Chief Financial Officer, and of the financial condition of the Corporation. The Chief Financial Officer will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

## Resignation and Removal of Officers

6.04. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

ARTICLE 7  
CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

7.01. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board. The Corporation must also minutes in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Corporate Seal

7.02. The Board of Directors will adopt a corporate seal in the following form and design:

SEAL

The Secretary of the Corporation will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

ARTICLE 8  
AMENDMENTS

8.01 New bylaws may be adopted, amended, or repealed by the Board of Directors at any time subject to a properly and duly called meeting and as long as such actions are consistent with the provisions of these bylaws and the general corporate laws of the State of California related to such changes.

ARTICLE 9  
OBJECTIVES AND PURPOSES

9.01 The following are the initial objectives and purposes of this corporation, which are consistent with the activities and operational information supplied to the Internal Revenue Service in the corporation's application for tax exempt status:

- a. To raise funds for charitable, community and educational purposes for the betterment of the Novato Fire Protection District.
- b. To fund programs that provide for the enhancement of

the fire and life safety systems within the Novato Area.

c. To fund programs that preserve the fire fighting history of the Novato Fire Protection District.

d. To make donations to organizations and/or programs that assist in the education of all specific population groups including but not limited to seniors, youth and special needs populations.

e. To provide a funding source to mitigate the loss and effects of fires, natural disasters and to help to minimize or prevent their natural and personal impact on members of the community.

f. To solicit funding through grants, bequests, and other fund raising avenues that are deemed appropriate to the mission of the Corporation.

g. To implement and support a citizen defibrillation program.

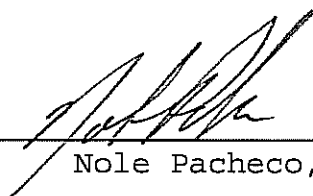
h. To assist with the purchase of apparatus and equipment for the Novato Fire Protection District.

CERTIFICATE OF SECRETARY OF NOVATO FIRE FOUNDATION,  
a California Public Benefit Corporation

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, comprising 10 pages, constitute the Bylaws of this corporation as revised and duly adopted at a meeting of the Board of Directors held on October 1, 2008.

Original Adoption Dated: July 26, 2004  
Revised: October 1, 2008

2/12/09

  
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Nole Pacheco, SECRETARY