

Section 2 – Objective

The primary objective of District Auxiliary – Mosquito* shall be to fundraise for the Mosquito Fire Protection District located in El Dorado County and its Fire Station 75 (“Station 75”), located at 8801 Rock Creek Road, Placerville, California. Fundraising activities include soliciting monetary donations, services, and specific products to be used solely for the benefit of the Mosquito Fire Protection District, Station 75’s operations, the maintenance of its facilities and equipment, and any training or support of its Firefighters, Staff, Volunteers, and/or the Mosquito Fire Protection District Community.

In addition, District Auxiliary will seek Mosquito Fire Protection District Community’s support and volunteerism in and for Mosquito Fire Protection District/Station 75, purchase, manage and maintain the Mosquito Fire Protection District/Station 75’s tangible fundraising assets, assist and support management as well as all volunteers of Station 75, and promote the good and welfare of the Mosquito Fire Protection District Community.

By supporting the Mosquito Fire Protection District/Station 75, those individuals within the Mosquito Fire Protection District Community will benefit: significantly shorter wait time for emergency medical services and fire protection; lower insurance costs; fire prevention and awareness education; and the assistance of Mosquito Fire Protection District Community Members in matters such as snow removal, fallen trees/limbs, general medical assistance, aid and consultation in protecting Mosquito Fire Protection District Community Member’s homes from wildfires, community events for Mosquito Fire Protection District Community Members, including the elderly, veterans, families, etc.

The District Auxiliary will also promote social activities among and within the Mosquito Fire Protection District Community, encourage all ethical charitable activities, support local charities in good standing of the Mosquito Fire Protection District Community, and the underprivileged, and foster good relationships with all other community active agencies within MFPD including, but not limited to: Swansboro Country Property Owners Association (SCPOA), the Volunteer Firefighters and the Support Group of Station 75, Mosquito Volunteer Firefighters Association (MVFA), Swansboro Pilots Association (SPA), Mosquito Fire Safe Council (MFSC), as well as all Fire Protection Agencies within El Dorado County.

Lastly, District Auxiliary will assist and provide for the general welfare of Mosquito Fire Protection District as well as to protect and preserve the natural and material resources within Mosquito Fire Protection District for the benefit of the Mosquito Fire Protection District’s Community.

ARTICLE II

OFFICERS/DIRECTORS

Section 1 – Description

- A. The initial Board of Directors and Officers of the Nonprofit Corporation shall consist of those individuals responsible for the creation of District Auxiliary – Mosquito*: namely, Melissa Stever and Meredith Blain as President and Treasurer, respectively. Said individuals shall hold office until December 31, 2023.
- B. Effective January 2023, elections will be held for the additional positions of Vice President, Secretary, and Communications Manager. Said elections will be held pursuant to Section 3 of this Article.
- C. Unless stated otherwise in these Bylaws, all Officers and appointees will hold one (1) vote each.
- D. Nomination and election procedures are as stated in Sections 3 and 4 of this Article. Reasonable nomination and election procedures will be followed.

Section 2 – Term of Initial Board Members / Officers

- A. The Initial Board Members and Officers of the Nonprofit Corporation shall hold office until December 31, 2023.
- B. Effective the January 2023 election, a Board Member’s term of office shall be two (2) calendar years. In general, two (2) Board Members shall be elected in even calendar years and three (3) Board Members will be elected in odd calendar years.

Section 3 – Nominations to the Board

- A. Nominations for Membership to the District Auxiliary Board will be made during the general Board meeting held in December and elected by a majority of the Members in January.
- B. Nominees for Board of Director positions shall be accepted from qualified Members:
 - 1. Active District Auxiliary Board or Committee Member(s);
 - 2. Active District Auxiliary Support Group Members;
 - 3. Any Mosquito Fire Protection District resident who has performed volunteer service at a District Auxiliary function, activity or event in the previous year; and/or,

4. Any Mosquito Fire Protection District Resident(s) who have performed volunteer service(s) on behalf of any nonprofit organization within the Mosquito Fire Protection District within the last year.

C. In the event there are an inadequate number of nominees to fill the open positions from the above qualified Members listing, then nominations will be accepted from any resident within the Mosquito Fire Protection District community at large.

Section 4 – Election Process and Appointments to the Board

A. Board Member nominations shall be made by written submittal to the President including:

1. Nominee's name;
2. Individual's category of Membership as defined within this Article, and confirmation of nomination eligibility;
3. Signed acceptance by the nominee to serve and perform the functional requirements identified by the current Bylaws; and,
4. A brief statement of why they wish to serve.

B. All applications must be received by District Auxiliary President via email, hand delivery, or U.S. Mail, so long as it is received prior to the regular board meeting held in January.

C. Prior to the election, the President shall determine whether the voting process at the annual general Membership meeting shall be by hand or by written ballot. The eligible nominated candidates receiving the most votes by District Auxiliary Members present shall be determined to have been elected to the open positions.

D. Should an elected Board Member become unable or unwilling to serve on the Board, the sitting Board may appoint an individual, who is deemed qualified under Section 3 of this Article, to fill a board vacancy by a simple majority vote of the Board. The appointment shall be for the remainder of the unexpired term.

E. Expulsion of a Board Member requires a majority vote of all current Board Members.

ARTICLE III

BOARD MEMBERS & OFFICERS DUTIES

In addition to any Board Member's duties as an Officer of District Auxiliary, and as outlined in this Article, it shall be the duty of all Board Members to:

- A. Attend Board Meetings;
- B. Support the Mosquito Fire Protection District, including, but not limited to, Station 75, its Chief, Staff, volunteer Firefighters;
- C. Promote the good and welfare of the Mosquito Fire Protection District's Community;
- D. Keep the general Membership of this organization informed of District Auxiliary's activities;
- E. Promote cooperation between the Mosquito Volunteer Fire Association Board (MVFA Board), the Swansboro Country Property Owners Association Board (SCPOA Board), the Mosquito Fire Protection District Board, and other charitable groups within the Mosquito Fire Protection District Community; and,
- F. Perform the duties and functions as described on a routinely maintained "Board Member D'Ax – Mosquito* Duties List," to be regularly incorporated into all Minutes.

Section A – Officers' Duties

A. The President:

1. Shall serve as the Chairperson at all Board of Directors meetings and conduct meetings in accordance with the *Roberts Rules of Order*;
2. Shall perform all duties incident of the office of the President and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws;
3. Shall have the same rights and responsibilities as any Officer/Director;
4. Shall serve as the Chair and Spokesperson for the Board of Directors;
5. Shall enforce agreed-to-rules on the meeting process;
6. Shall disseminate information to all Officers;
7. Shall review the Agenda prior to distribution;

8. May appoint an Officer to serve on any Committee as needed;
9. May be a designated co-signer on any financial accounts and for any checks that may be written to purchase materials or services needed by the corporation;
10. Shall sign and execute Board actions with the Secretary;
11. Shall be responsible for signing all legal documents upon approval by the Board; and,
11. Shall assist in preparing the President Elect to perform the functions of the office in any way needed.

B. The Vice President:

1. Shall perform all the duties of the President, and when so acting shall have the authority and be subject to all restrictions on the President, in the absence of the President.
2. Shall have the same rights and responsibilities as any Officer/Director;
3. May be a designated co-signer on any financial accounts and for any checks that may be written to purchase materials or services needed by the corporation;
4. Shall oversee all Committees and see that the Committees are functioning properly;
5. Shall perform all duties incident to the office of the Vice President and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws; and,
6. Shall assist in preparing the Vice President Elect to perform the functions of the office in any way needed.

C. The Treasurer:

1. Shall have care and custody of, and be responsible for all funds and securities of District Auxiliary and deposit all such funds in the name of District Auxiliary – Mosquito* in such bank or depository selected by the Officers;
2. Shall receive and give receipt for monies due and payable to District Auxiliary from any source whatsoever;
3. Shall disburse, or cause to be disbursed, the funds of District Auxiliary as directed by the Officers of the Corporation. Proper receipts for such disbursements are required;

4. Shall keep and maintain adequate and correct accounts of District Auxiliary's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
5. Shall render to the President, whenever requested, an account of any or all of transactions conducted as Treasurer and of the financial condition of District Auxiliary;
6. Shall exhibit at all reasonable times the financial records to any Officer of the Corporation and to any tax consultant/bookkeeper hired by District Auxiliary;
7. Shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required report;
8. Shall perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws;
9. Shall give a Treasurer's Report at every meeting that will include (1) the balance of all accounts and (2) a written report of all deposits and disbursements from the previous month which shall be reviewed and approved by all Officers present;
10. Shall prepare or have prepared the annual tax returns and other required filings as required by law including, but not limited to, the State of California Secretary of State, Franchise Tax Board, Department of Justice, and Internal Revenue Service;
11. Shall have the same rights and responsibilities as any Officer/Director; and,
12. Shall assist in preparing the Treasurer Elect to perform the functions of the office in any way needed.

D. The Secretary:

1. Shall certify and keep a copy of these Bylaws, and amended Bylaws, and a file of all Minutes of all meetings held during the Secretary's term in office. Minutes shall be approved at the following meeting and made available upon request to the Membership;
2. Shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. Shall have the same rights and responsibilities as any Officer/Director;

4. Shall be the Custodian of Record and maintain a file stating the names and addresses of all Members of District Auxiliary wanting to be named. Minutes shall reflect the date of any Officer/appointee's resignation or retirement from Board of Directors;
5. Shall have a copy of *Robert's Rules of Order* at each general meeting and be familiar with the rules as they relate to conduction the business of the meeting;
6. Shall perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws;
7. Shall research and maintain District Auxiliary's insurance policy;
8. May be a designated co-signer on any financial accounts and for any checks that may be written to purchase materials or services needed by the corporation; and,
9. Shall assist in preparing the Secretary Elect to perform the functions of the office in any way needed.

E. The Communications Manager:

1. Shall be responsible for general communication between District Auxiliary and the individuals involved in the operation of Station 75 as well as the Mosquito Fire Protection District Community. The Communication Manager will oversee the website, press releases, media and email correspondence in regard to District Auxiliary activities or business generally;
2. Shall have the same rights and responsibilities as any Officer/Director;
3. May be a designated co-signer on any financial accounts and for any checks that may be written to purchase materials or services needed by the corporation; and,
4. Shall assist in preparing the Communications Manager Elect to perform the functions of the office in any way needed.

Section 2 – Compensation

As set forth in Article 7 of these Bylaws, all Officers and Directors shall serve without compensation. However, any Officer or Member, elected or appointed, working for the good of the District Auxiliary, may be reimbursed for supplies or expenses upon approval of the Board of receipts/proof of purchase(s).

ARTICLE IV

COMMITTEES

- A. Committees may be fundraising, social or any special Committee needed.
- B. Committees shall be formed by the Officers as necessary to achieve the objectives of this Public Benefit Nonprofit Corporation.
- D. A Board Member shall serve as Chairperson, if practical, on all Committees.
- E. All appointed Committee Members shall be current District Auxiliary Members.
- F. All Committee Chairpersons shall abide by suggestions, directions, etc., of the Officers.
- G. All Committees shall conduct meetings pertaining to their individual business, other than the regular meeting of District Auxiliary.
- H. The meetings will be held as often as necessary to complete the pertinent business concerning the individual Committee.
- I. Each Committee shall maintain meeting Minutes to record business concerning the Committee and to pass the Minutes on to their successor Committee at the end of their term.
- J. It shall be the duty of the Committee Chairperson to see that all of the pertinent business transactions are recorded in the Committee Minutes and then presented to District Auxiliary Membership during the regular meeting.
- K. All recommendations will be brought to the Board of Directors for approval of action.
- L. All Committees in charge of an event must submit an event guideline describing the event and the required budget to the Officers for their approval.
- M. It shall be the duty of the Committee Chairperson to return all Minutes of a specific Committee to the Secretary upon termination of the Committee.

ARTICLE V

GENERAL MEMBERSHIP

Section 1 – Membership Qualifications

Any resident of Mosquito Fire Protection District, 18 years of age or older, is an eligible Member of this organization.

Section 2 – Membership Standing

General Members may be denied continued Membership in District Auxiliary by a majority vote of all current Board Members for:

1. Defamation or harassment of the Mosquito Fire Protection District Board, or defamation of the District Auxiliary organization or District Auxiliary Board, or other organizations or individuals in public, including on social media; and/or,
2. Inappropriate behavior at any Mosquito Fire Protection District, District Auxiliary, or community event, activity or meeting.

ARTICLE VI

MEETINGS

Section 1 – Order of Business

All Meetings, whether a regular Board Meeting, General Membership Meeting or a Special Meeting, shall be conducted under the general guidelines of *Roberts Rules of Order*. All board Members shall conduct themselves in such a way to represent the Mosquito Fire Protection District Community and uphold the mission statement of District Auxiliary – Mosquito* at all times.

Section 2 – Meetings

A. General Board Meetings

1. Regular Board Meetings shall be held monthly at a date and time determined by the current Board Members and announced at the first regular Board Meeting of the year.

2. All notices of general Board Meetings and the Agenda shall be posted on social media applicable to the Mosquito Fire Protection District, in a visible spot accessible by the general

public at Station 75's place of business, and on District Auxiliary's webpage, at least four (4) days in advance.

3. Minutes for all regular Board Meetings shall be maintained and posted at Station 75's place of business and on District Auxiliary's webpage, in a timely manner once approved.

4. Any Board Member who misses three (3) consecutive monthly Board Meetings may be expelled and replaced as set forth in Article II, Section 4, Subsection F.

B. Special Board Meetings

Special emergency Board Meetings may be called and conducted via mail, electronic transmission, or telephone conference call for issues and/or expenditure determinations that must be addressed in a time-critical manner. The Special Meeting must be unanimously agreed upon by the Board Members. Documentation of these Meetings and voting results shall be captured in the Minutes of the next regular Board Meeting.

C. General Membership Meetings

At least one General Membership Meeting of this Public Benefit Nonprofit Corporation shall be held in the fourth quarter of each fiscal year. The time and place for the Meeting shall be determined by Board action at least 30 days in advance. A notice of the Meeting and its Agenda shall be posted on social media applicable to the Mosquito Fire Protection District, in a visible spot accessible by the general public at Station 75's place of business, and on District Auxiliary's webpage, at least seven (7) days in advance. Any general Membership Meeting may consist of a Board Meeting followed by a social event to promote attendance and cooperation.

D. Special General Membership Meetings

Special General Membership Meetings may be called as the Board deems necessary. A notice of the Meeting and its Agenda shall be posted on social media applicable to the Mosquito Fire Protection District, in a visible spot accessible by the general public at Station 75's place of business, and on District Auxiliary's webpage, at least four (4) calendar days in advance.

E. Cancelled Meetings

1. Meetings may be canceled due to instances such as inclement weather, health and/or safety considerations, or the absence of a Quorum as defined in Section 3 of this Article.

2. Rescheduled Meetings shall be posted at least four (4) days in advance and held within two (2) weeks of the Meeting cancellation.

Section 3 – Quorums

- A. A Board Quorum shall consist of three (3) Board Members.
- B. A General Membership Quorum shall consist of fifteen (15) District Auxiliary and/or Mosquito Fire Protection District Members.

Section 4 – Meeting Actions

- A. At the first regular Board Meeting of the year, the Board shall elect from the Director Membership the Officers listed in Article 2 of these Bylaws.
- B. A simple majority vote of the Board is all that is needed to elect Officers.
- C. The Board may, throughout the year, elect or appoint such Committee Chairpersons as may be necessary to carry out the functions of the Board.
- D. Board Members, having one (1) vote each, shall vote on business and financial items at regular monthly Board Meetings or Special Meetings as may be called. There must be a majority Board vote to carry any motion.
- E. The District Auxiliary Members shall have one vote per Member on items brought forth at the annual General Membership Meeting or Special General Membership Meetings as may be called. Typical items voted upon by the General Membership are amendments, or other changes to District Auxiliary's Bylaws, and the election of Mosquito Fire Protection District Community Members to the Board.

ARTICLE VII

FINANCES AND RECORDS

Individual(s) – Officer(s), Member(s), Volunteer(s), or other individual(s) connected with this corporation, or any private individual(s) – **SHALL NOT** receive any of the earnings or pecuniary profit from the operations of District Auxiliary – Mosquito*, a Public Benefit Nonprofit Corporations, at any time. This provision shall not prevent payment to reimburse any such person or reasonable compensation for services performed for said Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and/or the laws of the State of California and the Internal Revenue Service governing nonprofit corporations.

Further, no such person(s) shall be entitled to share in the distribution of, nor receive any of District Auxiliary's assets upon dissolution of the Corporation as governed by *Corporation Code* §§6610-6618. All Members of the District Auxiliary shall be deemed to have expressly consented

and agreed that on upon dissolution or winding up of the affairs of the corporation - whether voluntarily or involuntarily - all assets of the corporation, after all debts have been satisfied, shall be distributed as required by the laws set forth in the California's *Corporations Code* §§6710-6721 and dissolution laws governing *Internal Revenue Code* §501(c)(3) nonprofit entities.

Section 1 – Execution of Instruments

The Officers, except as otherwise provided in these Bylaws, may enter into any contract or execute and deliver any instrument in the name of and on behalf of the nonprofit Corporation. Unless so authorized by the Officers, no Member shall have any power or authority to bind the District Auxiliary to any contract or engagements or to pledge its credit or to render it liable monetarily for any purpose or any amount.

Section 2 – Checks, Notes and Electronic Bill Pay

Except as otherwise specifically determined by resolution of the Officers, or as otherwise required by law; checks, drafts and promissory notes, shall be, if paid by check, signed by the treasurer and countersigned by one of the other Officers of District Auxiliary. Any and all bills and invoices must be approved for payment by the majority vote of the Board of Directors.

Section 3 – Deposits

All funds received by District Auxiliary shall be deposited into the Corporation's checking account within seven (7) days of receipt.

Section 4 – Gifts

The Officers may accept on behalf of the Corporation any contribution, gift, bequest, or devise offered by any individual or company. However, Officers may not accept personal gifts.

Section 5 – Discretionary Spending

The Officers shall have the discretion to expend, without approval of the Treasurer and President, a maximum of \$150.00 collectively, outside of budgeted items that arise unexpectedly. This monetary discretion shall apply to each unexpected occurrence.

Section 6 – Reserves

District Auxiliary will maintain a reserve of \$500.00 for operating expenses.

Section 7 – Fiscal Year of the Corporation

The fiscal year of the Corporation shall be the calendar year beginning January 1st and ending December 31st.

Section 8 – Maintenance of Records

The Officers shall be responsible for the creation, maintenance and upkeep of all records and documents required under the law, the Articles of Incorporation and these Bylaws. Such records may include, but are not limited to, the Minutes of meetings, financial records, annual reports, etc. Such records shall be kept in a secure area and available for inspection by the Membership.

Section 9 – Officers Inspection Rights

Every Officer shall have the absolute right, within a reasonable time, to inspect and copy all books, records and documents of every kind.

Section 10 – Members Inspection Rights

Every individual within the Mosquito Fire Protection District has the right to inspect the financial books, records and Minutes of Board proceedings of District Auxiliary. Request must be made ten (10) business days in advance, in writing, and submitted to the Board of Directors for approval. The written request must include a stated purpose reasonably related to the individual's/individuals' interest as a Member. Requests for copies of Articles of Incorporation and Statement of Information can be made to the Secretary of State or in writing to District Auxiliary – Mosquito* Board of Directors.

Section 11 – Right to Inspect and Copy

Any inspection under the provision of this Article includes the right to inspect and copy at the expense of the requester. Copies will be made at the cost of 10 cents per page for black and white, 20 cents per page for color.

ARTICLE VIII

CORPORATE DOCUMENTS ADOPTION, AMENDMENTS, AND MODIFICATIONS

Section 1 – Amendments to the Bylaws

These Bylaws are the initial Bylaws for District Auxiliary. Subject to any provisions of law applicable to the amendment of Bylaws of Public Benefit Non-Profit Corporations, these Bylaws may not be changed, altered, amended or replaced within the first two (2) years of operation. After two (2) years, and in accordance with the laws of the State of California with respect to Public Benefit Non-Profit Corporations:

A. Amendments or modifications to these Bylaws may be submitted to the Board in writing by any District Auxiliary Member.

B. The Board shall review the proposed amendment or modification to determine its validity before presenting the document for ratification.

C. Copies of the proposed Amended Bylaws shall be made available at Station 75 or where District Auxiliary's records are stored – typically at the Secretary's residence, or District Auxiliary website¹ for Membership review at least seven (7) days before the meeting to vote on changes and adoption.

D. A simple majority of the General Membership Quorum, as defined in Article VI, Section 3, is all that is required for ratification of the amended Bylaws

Section 2 – Amendments to Articles of Incorporation

Notwithstanding the above section of this Article, this Nonprofit Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Officers of this Corporation nor 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 Nonprofit Corporation" pursuant to California's *Corporations Code* §6210. This provision shall not apply to a corporate name change.

¹ Website is anticipated to be active by June 1, 2023