

Fire Safe Nevada County Coalition

BYLAWS

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FIRE SAFE NEVADA COUNTY COALITION BYLAWS

Article I. ORGANIZATION.

The Fire Safe Nevada County Coalition (hereinafter “FSNCC”) is a nonprofit corporation. The corporation is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (as amended June 14, 2021).

Article II. BUSINESS ADDRESS.

The principal office of the FSNCC for the transaction of its business is located at 2036 Nevada City Highway #266 Grass Valley CA 95945.

Article III. PURPOSE.

The purpose of the Fire Safe Nevada County Coalition is to reduce the risk of catastrophic wildfire in Nevada County. We support and empower residents, visitors, and communities -- especially Firewise Communities -- through mentoring, sharing best practices, fire safety projects, and education. Through collaboration, we strive to create a more resilient landscape and community.

Article IV. GOVERNANCE.

Section 4.1 BOARD OF DIRECTORS:

- 4.1.1** The FSNCC’s affairs are managed by a Board of Directors (Board) of no fewer than five (5) nor more than fifteen (15) directors (“Directors”) and collectively they shall be known as the Board of Directors. The minimum and maximum numbers specified in this section may be changed by amendment.
- 4.1.2** Every effort will be made to create an inclusive Board. Directors from the community may include members and leaders of Firewise Communities, Fire Chief Association, Real Estate Association, Contractors Association, non-profit sector, and general business sector.
- 4.1.3** The Board shall include residents and agencies with landownership or who work in Nevada County.
- 4.1.4** The composition of the Board will reflect the diversity of Nevada County, considering varied evacuation routes, wildland-urban interfaces, fuel variations, fire protection districts, and the regional economy. This includes representation from areas such

as: East County, High County, South County, West County, Central Nevada County (Nevada City, Grass Valley), San Juan Ridge, Hwy 174 Corridor, and Penn Valley.

Section 4.2 NON-VOTING ASSOCIATE PARTNERS:

Partners will include key partner agencies and organizations from federal, state, and local levels, such as but not limited to:

- i) CAL FIRE
- ii) Tahoe National Forest
- iii) Bureau of Land Management (BLM)
- iv) Office of Emergency Services (OES) and/or Nevada County Board of Supervisors (NC BOS)

Section 4.3 GENERAL POWERS:

Subject to the provisions and limitations of any applicable laws, the FSNCC's activities and affairs shall be managed, and all powers shall be exercised, by or under the direction of the FSNCC Board.

Section 4.4 SPECIFIC POWERS:

The Board shall have the power to:

- i) Appoint and remove Board officers.
- ii) Appoint and remove Board members.
- iii) The President and Treasurer shall be authorized signatories for the FSNCC bank account.
- iv) Change the principal location of the records for the FSNCC in Nevada County from one location to another; and designate a place for holding any meeting of members.
- v) Expend funds raised on behalf of the Board's approved endeavors on the Community's behalf and make payments for the FSNCC's purposes in the Board's name.

Section 4.5 GENERAL DUTIES:

- i) Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation of this FSNCC, or by these Bylaws.
- ii) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the FSNCC.
- iii) Supervise all officers, agents and employees of the FSNCC to ensure that their duties are performed properly.
- iv) Meet at such times and places as required by these Bylaws.

Section 4.6 OFFICERS QUALIFICATIONS, ELECTION, AND TERM OF OFFICE:

- i) The Officers of the FSNCC shall be President, Vice President, Secretary and Treasurer.
- ii) Any Director may serve as an officer of the FSNCC. Officers shall serve a 2-year term.
- iii) Directors shall be elected at the annual meeting.

Section 4.7 REMOVAL, RESIGNATION, AND VACANCIES:

- i) Any Officer may be removed without cause by the Board, at any time.
- ii) Any Officer may resign at any time by giving written notice to the Board or the President
- iii) Vacancies shall be filled by the Board at the next regular meeting. An interim officer may be appointed by the President.

Article V. DUTIES OF THE OFFICERS:

Section 5.1 PRESIDENT:

- i) The President will serve as the chairperson of the Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. The President shall have the same voting rights as other members, including the ability to introduce motions and resolutions.
- ii) The President shall, in the name of the FSNCC, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

Section 5.2 VICE PRESIDENT:

In the absence of the President, the Vice President will

- i) Serve as chairperson and act in the President's place.
- ii) If both the President and Vice President are absent, the Board will elect an interim chairperson from the present members.

Section 5.3 TREASURER:

- i) Deposit, or cause to be deposited, all money and other valuables in the name and to the creditor of the Board with such depositories as the Board may designate.
- ii) Receive and give receipt for moneys due and payable to the FSNCC from any source whatsoever.
- iii) Disburse the Board's funds as the Board may order.
- iv) Keep and maintain adequate and correct accounts of the FSNCC properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- v) Render to the President, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Board.

- vi) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- vii) Prepare or cause to be prepared the annual tax filing and reports.
- viii) Have such other powers and perform such other duties as the Board or the bylaws may require.
- ix) Give the Board assurance of restoration to the Board of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 5.4 SECRETARY:

- i) Certify, and keep at the principal office of the FSNCC, the original, or a copy of these Bylaws as amended or otherwise altered to date.
- ii) Keep or cause to be kept at a place as the Board may direct, a book of minutes of all meetings proceedings, and actions of the Board, of Committees of the Board, and of community members at large meetings. The minutes shall reflect the type of meeting, date, and names of those present.
- iii) Act as custodian of the records and duly executed documents.
- iv) Review policies annually and bring to the Board's attention when updates are necessary.

Article VI. TERMS:

Except for the first Board, which shall be designated in the Articles of Incorporation, board members will serve a term limit of five (5) years with staggered rotations to ensure continuity and fresh perspectives. The officers shall be elected by the Board on the first meeting of the calendar year. The President may serve up to three full terms if so willing and the Board approves. The other officers shall hold office until they provide a letter of resignation or until the position is challenged by another board member. Should an officer want or need to step down in the middle of their term, the President will ask for nominations from the full board. If an officer's position is challenged, the board will determine who will fill the position.

Article VII. ELECTION OF BOARD MEMBERS:

Section 7.1 NOMINATIONS

Nominations for Board positions will be sought publicly. Interested candidates will complete a simple application, which may be modeled after the one used for the local Resource Conservation District Board.

Section 7.1 SELECTIONS

The Board shall be elected from a pool of candidates nominated by a Nominating Committee. The Nominating Committee will consist of the President and two other Board members.

Article VIII. COMPENSATION:

Officers and Directors shall serve without compensation, except that they may be reimbursed for expenses incurred in the performance of their duties.

Article IX. LIMITATION ON ACTIVITIES:

No part of the net earnings of FSNCC shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that FSNCC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of FSNCC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and FSNCC shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, FSNCC shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or, (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X. COMMITTEES/WORKING GROUPS:

The Board may utilize individuals, standing committees, or ad hoc committees to manage projects, services, and activities. Committees will consist of one to two (1-2) board members, the FSNCC Chair, and two to five (2-5) community (individuals or representatives of organizations/agencies). Committee operations will strive to adhere to the Brown Act procedures for transparency.

Section 10.1 STANDING COMMITTEES:

The Standing Committees will include:

- i) Finance Committee.
- ii) Coalition of Firewise Communities, or similar body.
- iii) Other applicable functions and services approved by the Board.

Article XI. DECISION MAKING:

Section 11.1 CONSENSUS:

When possible, decisions of the Board shall be made by consensus. If consensus cannot be reached, the decision will be made by vote (once a quorum has been reached).

Section 11.2 QUORUM:

- i) A quorum is defined as a majority of the members of the Board. If a quorum is not present at a meeting, the group may discuss issues, receive updates, and make recommendations, but no business shall be considered.
- ii) 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 a Director(s) from the meeting.

Section 11.3 VOTING:

When voting at meetings, once a quorum has been reached, decisions are made by a simple majority of those present. Voting between meetings may be conducted by email. In this case a decision requires a simple majority of the full membership of the Board.

Article XII. Board Meetings:

Section 12.1 SCHEDULING AND LOCATION:

- i) Meeting planning and operations will strive to follow the Brown Act.
- ii) The Board shall meet monthly (except for August and December) at a regular time of its own determination.
- iii) The schedule will be posted on the FSNCC website.
- iv) The annual meeting shall be held in July.
- v) Meeting location may vary and will be determined by the Board.
- vi) Changes to the regular day, time, or place of a meeting may be made by agreement of the Officers for special circumstances (such as holidays, weather, or to accommodate the schedule of new member or special guest). Any such changes shall be publicized by email to all Board members.

Section 12.2 SPECIAL MEETINGS:

- i) Special Meetings: Special meetings may be called by the president, vice-president, or any two Directors. Such meetings will be held at the normal place of business of the FSNCC unless otherwise directed.
- ii) Board members are expected to attend all regular and special board meetings unless there is a valid reason for absence.
- iii) Board members must attend at least 70% of meetings annually.
- iv) An agenda will be provided ahead of the meeting. Any Board member may propose topics for the agenda.

- v) Members of the Board may invite other interested residents to attend.
- vi) Virtual Meetings: All of the above meetings may be held virtually if necessary and/or appropriate. Meetings will be open to the community, except for closed sessions related to confidential personnel matters.

Article XIII. FISCAL OVERSIGHT:

- i) The Board shall annually adopt a budget.
- ii) All expenditures of funds must be approved by the Board.
- iii) Signatories on checks: Any checks of more than \$5,000 require two signatures.
- iv) The Board will receive quarterly fiscal reports from the Treasurer.

Article XIV. INDEMNIFICATION:

- i) Directors shall not be personally liable for the debts, liabilities, or other obligations of the FSNCC.
- ii) FSNCC shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Article XV. CONFLICT OF INTEREST:

The FSNCC Board shall adopt a Conflict-of-Interest Policy. It shall be documented in Board Policies.

- i) The Board owes a duty of loyalty to the organization, which requires that, in serving the FSNCC, they act, not in their personal interests or in the interests of others, but solely for the goals and interests of the FSNCC.
- ii) Directors must have undivided allegiance to the FNCC's mission and may not use their position as Director, information they have about the FSNCC's plans, or the FSNCC's assets, in a manner that allows them to secure pecuniary benefit for themselves, their relatives, or others.

Article XVI. OPERATION PRIORITIES:

- i) **FISCAL YEAR** -- Shall begin on the first day of July of each year and end on the 30th day of June.
- ii) **AMENDMENT** -- Subject to any provisions of law, these Bylaws may be altered, or repealed, and new Bylaws adopted by action of the Board.
- iii) **PROBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS** – No member, Director, Officer, employee, independent contractor or other person connected with this FSNCC shall receive at any time any of the net earnings or pecuniary profit from the operations of the FSNCC.
- iv) **CONFIDENTIALITY:** Members of the Board must uphold the highest standards of confidentiality to protect donor anonymity if requested and neighbor confidentiality including contact information provided to assure effective communications.
- v) **TRANSPARENCY:** The organization operates with transparency at all levels. Decisions related to the organization’s structure, staff, salaries, compensation, budget, finances, and strategic planning will be open and publicly available.
- vi) **TAX COMPLIANCE:** The FSNCC will comply with all applicable tax laws in a timely manner.
- vii) **AMENDMENT OF BYLAWS:** These bylaws may be amended by two-thirds majority of those voting at a Board meeting (provided that a quorum is reached).
- viii) **DISSOLUTION CLAUSE:** Upon the dissolution of this organization, its assets after payment of, or provision for, payment of all debts and liabilities shall be distributed, within the County of Nevada, to non-profit corporations, for the purpose of; fuel reduction, wildland interface and intermix fire safety, or education of firesafe practices, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- ix) **REVIEW OF BYLAWS:** These Bylaws shall be reviewed and updated every two years or as needed.
- x) **REVISION RECORD:**

No	Description	Authority	Eff. Date

CURRENT BOARD MEMBERS: These bylaws were initially adopted by the FSNCC Formation Committee on April 1, 2025. Members of the Formation Committee included: Jo Ann Fites-Kaufman, Robert Long, Maureen Graber, Kristen Cook, Dario Davidson, Jeff Peach, Paul Tebbel and Jason Hajduk-Dorworth.

CERTIFICATE:

This is to certify that the foregoing is true and correct copy of the Bylaws of the FSNCC, Inc, consisting of eight (8) pages, and that such Bylaws were duly adopted by the incorporator of the initial Board Members as stated by the Articles of incorporation on March 5, 2025.

Josephine Fites-Kaufman, President

Date: March 15, 2025

Fire Safe Nevada County Coalition (FSNCC) - Bylaws

ERRATA SHEET

Please make any changes or corrections on this sheet. Please do not write any changes or corrections on the original document.

PAGE NUMBER, LOCATION

Page 8, Certificate signature date.

EXPLANATION

The date of first FSNCC Board Meeting, March 15, 2025, was used as the signature date. The correct signature date is the actual date the signature was applied: April 7, 2025.

DATE: 4/16/25

SIGNATURE- 

Josephine Fites-Kaufman,
Board President

DATE: 4/16/25

WITNESS 

Maureen Graber,
Board Secretary

ERRATA: A list of errors in a printed work discovered after printing and shown with corrections.