

ARTICLE I Name

SECTION. 1. The name of this organization is the Culver City Community Emergency Response Team ("Culver City CERT").

ARTICLE II Purpose

SECTION. 1. The purpose of Culver City CERT is to:

- **TRAIN** Responders
- **ASSIST** the City
- **PREPARE** for Disaster
- **EDUCATE** the Community

"Train, Assist, Prepare, Educate"

ARTICLE III Members

SECTION. 1. Membership in Culver City CERT shall be open to anyone who meets the following criteria:

- 1.1. Completed the Culver City CERT Training or completed a CERT recognized CERT Training Program and the Culver City CERT Introduction and Final drill.
- 1.2. Lives and/or Works within Culver City, or was admitted by majority vote of the Directors.

SECTION. 2. Culver City CERT is committed to certain values, beliefs and principles which support its mission. Behavior which is not consistent with these principles and purposes can adversely affect the integrity of the organization, and its membership. When such behavior occurs, membership may be revoked for just cause and after due process.

- 2.1. Revocation of membership shall be determined at a meeting of the Board of Directors at which a quorum is present. A majority vote is needed for revocation.
- 2.2. Just cause for revocation of membership and or participation includes behaviors and or actions inconsistent with the principles and purposes of the organization. Determination of just cause includes, but is not limited to:
- 2.3. Harassment of other members, city employees, and members of the community;

- 2.3.A. Discriminatory conduct or conduct characterized as harassment; The term harassment includes, but is not limited to, slurs, jokes, and other verbal or physical conduct relating to a person's gender, ethnicity, race, color, creed, religion, sexual orientation, national origin, age, disability, marital status, military status or any other protected classification that unreasonably interferes with a person's work performance or creates an intimidating, hostile work environment. Sexually harassing behavior includes unwelcome conduct such as sexual advances, requests for sexual favors, offensive touching, or other verbal or physical conduct of a sexual nature.
- 2.4. Behaviors inconsistent with the principles and purposes of the organization.

ARTICLE IV Board of Directors

SECTION. 1. Number of Directors. The Board of Directors shall consist of not less than three (3) positions nor more than twenty-one (21) positions, the exact number of directors to be fixed by resolution of the Board. The Board will be comprised of Executive Directors, who are elected, and Managing Directors, who are appointed.

1.1. Executive Directors. Consists of no less than three (3), and no more than five (5). The Executive Directors hold the position of President, Vice-President, Secretary, Treasurer and Member at Large.

1.2. Managing Directors. Consists of as many management positions as required, not to exceed the number of all Directors as described in Article IV. Section 1.

SECTION. 2. Powers:

2.1. Voting Powers. All Directors shall have an equal vote in deciding matters in front of the Board of Directors.

2.2. General Powers. The business and affairs of Culver City CERT shall be managed under the direction of the Board of Directors.

2.3. Specific Powers. The Board shall have at its discretion the power to, select, remove, and account for all directors of Culver City CERT; and to prescribe any powers and duties for them that are consistent with these Bylaws.

SECTION. 3. Terms. Each member of subsequent Boards shall serve until the conclusion of their term after he or she assumes office or until he or she resigns.

SECTION. 4. Election and Appointment of Successors.

4.1. Executive Directors. Each position is elected by the general membership at the Annual meeting held in November. The term is 2 years and begins on the first Thursday of January of the following year.

- 4.2. Managing Directors. The procedure for nominating and appointing the Managing Directors is as follows:
 - 4.2.A. The Executive Directors nominate individuals from the general membership after the November election.
 - 4.2.B. At the meeting of the Board, the Executive Directors put forth their nominations for each position to be confirmed by a majority vote of the board. If a nomination fails to be confirmed, then the Executive Directors put forth alternate nominations.

SECTION. 5. Vacancies

- 5.1. Events Causing Vacancy. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony.
- 5.2. Removal. Directors may be removed for cause by a simple majority of the entire Board of Directors after written warning from the President.
- 5.3. Resignations. Except as provided in this paragraph, any director may resign. Resignation shall be effective upon giving written or verbal notice to the Board, unless the notice specifies a later time for the resignation to become effective.
- 5.4. Appointment to Fill Vacancies. If a vacancy is created by any event, a new Director will be appointed using the procedure outlined in Article IV Section 4.2.
- 5.5. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

ARTICLE V Meetings

SECTION. 1. Place of Meetings.

- 1.1. Regular meetings of the Board of Directors shall be held in Culver City, California at Fire Station One. Alternate locations may be used provided the Board has been notified in writing (via e-mail) not less than 48 hours prior to the regularly scheduled meetings.
- 1.2. The location of general meetings of the membership shall be held in Culver City, California at a location to be determined by the President. The location of the general meeting shall be announced not less than 30 days prior to the meeting and shall be in writing (via e-mail).

- 1.3. Special meetings of the Board may be held at any public location within the County of Los Angeles. Special meetings of the Board shall be announced not less than 5 days prior to the date of the meeting and shall be in writing via e-mail.

SECTION. 2. General & Annual Meetings.

- 2.1. General Meetings. The Board shall hold General meetings for the membership to transact business on the first Thursday in February, May and September every year, unless it falls on a holiday.
 - 2.1.A. Manner of Giving Notice. The time, place and agenda of a meeting shall be sent to all Directors and Members no less than 7 days before the meeting.
- 2.2. Annual Meetings. The Board shall hold the Annual meeting for the purpose of organization and election of the Executive Directors and the transaction of other business at the Annual meeting held on the first Thursday in November.
 - 2.2.A. Manner of Giving Notice. The time, place, agenda and election material of a meeting shall be sent to all Directors and Members no less than 30 days before the meeting.

SECTION. 3. Board & Special Meetings.

- 3.1. Board Meetings. The Board shall meet on the first Thursday of every month, except for February, May, and September when a CERT General meeting will be conducted and November when the CERT Annual Meeting will be conducted. If the date falls on a legal holiday, the Board will assign a new date and send a notice to the Board.
 - 3.1.A. Manner of Giving Notice. The time and place of a meeting shall be sent to all Directors no less than 7 days before meeting, by e-mail.
- 3.2. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or any two Directors.
 - 3.2.A. Manner of Giving Notice. The time, place and purpose of a meeting shall be sent to the Directors no less than 48 hours before the meeting by email or phone.

SECTION. 4. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every act taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, including the creation of and appointment to, committees of the Board. A meeting at which a quorum is 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 or through written and signed proxy for that meeting.

- SECTION. 5. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
- SECTION. 6. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.
- SECTION. 7. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of Culver City CERT, or, in his or her absence, by a Vice President of Culver City CERT 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 Culver City CERT shall act as secretary of all meetings of the Board, provided that, 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.
- SECTION. 8. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board at the next scheduled meeting.
- SECTION. 9. Non-Liability of Directors. The directors shall not be held personally liable for the debts, liabilities, or other obligations of Culver City CERT.

ARTICLE VI Committees

SECTION. 1. Committees of Directors. The Board of Directors may by majority vote, at a meeting, create one or more standing or ad-hoc committees. No committee may:

- 1.1. Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- 1.2. Amend or repeal Bylaws or adopt new Bylaws;
- 1.3. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- 1.4. Appoint any other committees of the Board of Directors or the members of these committees.

SECTION. 2. Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws.

SECTION. 3. Quorum Rules for Committees. A majority of the authorized committee members, shall constitute a quorum for the transaction of committee business, except to adjourn. A majority of the committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Every act taken or decision made by a majority of the committee members, present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION. 4. Revocation of Delegated Authority. The Board of Directors may, at any time, revoke or modify any, or all of the authority so delegated to a committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board.

ARTICLE VII Responsibilities of Officers

- 1.1. President. Subject to such supervisory powers as may be given by the Board of Directors, the President shall, subject to the control of the Board of Directors, supervise, direct, and control the business affairs of Culver City CERT and the activities of the officers of Culver City CERT. The President may delegate his or her responsibilities and powers subject to the control of the Board of Directors. In addition to all duties incident to his or her office, he or she shall preside at all meetings of the Board of Directors. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
- 1.2. Vice President. In the absence or disability of the President or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President. The President may delegate any or all of his or her powers to the Vice President.
- 1.3. Secretary. The Secretary shall attend to the following:
 - 1.3.A. Bylaws. The Secretary shall certify and keep a copy of these Bylaws as amended or otherwise altered to date.
 - 1.3.B. Book of Minutes. The Secretary shall keep or cause to be kept a book of minutes of all meetings, proceedings, and actions of directors and committees of directors, recording the time and place of holding such meeting, whether regular or special; the notice given; the names of those present at such meetings; the number of directors present or represented at directors' meetings; and the proceedings of such meetings. The book of minutes shall also contain any protests concerning lack of adequate notice or dissents from members of the Board, if the protesting or dissenting members request in writing.
 - 1.3.C. Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors in accordance with these Bylaws. He or she shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board of Directors or these Bylaws.
 - 1.3.D. Culver City CERT Records. Upon request, the Secretary shall exhibit at all reasonable times to any director of Culver City CERT, or to his or her agent, the Bylaws and book of minutes.
- 1.4. Treasurer. The Treasurer shall attend to the following:
 - 1.4.A. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of Culver City CERT, including accounts of its assets, liabilities, receipts, disbursements, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

- 1.4.B. Financial Reports. The Treasurer shall prepare, or cause to be prepared the financial statements to be included in any required reports.
- 1.4.C. Deposit and Disbursement of Money and Valuables. The Treasurer shall cause to be deposited, all money and other valuables in the name and to the credit of Culver City CERT.

ARTICLE VIII RECORDS, REPORTS AND SEAL

- SECTION. 1. Minute Book - Maintenance and Inspection. Culver City CERT shall keep a minute book in written form at Fire Admin, which shall contain a record of all actions by the Board or any committee including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the Board or the executive committee thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from Board actions.
- SECTION. 2. Financial Books and Records of Account - Maintenance and Inspection. Culver City CERT shall keep adequate and correct books and records of account at Fire Admin.
- SECTION. 3. Bylaws - Maintenance and Inspection. Culver City CERT shall keep at Fire Admin, the original or a copy of its Bylaws as amended to date.
- SECTION. 4. Director's Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect Culver City CERT's books, records, documents of every kind, and physical properties. The inspection may be made in person. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE IX EXECUTION OF INSTRUMENTS DEPOSITS AND FUNDS

- SECTION. 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Director of Culver City CERT to enter into any contract or execute and deliver any instrument in the name of and on behalf of Culver City CERT, and such authority may be general or confined to specific instances.
- SECTION. 2. Gifts. The Board of Directors may accept on behalf of Culver City CERT any contribution, gift, bequest, or devise for the charitable or public purposes of Culver City CERT.

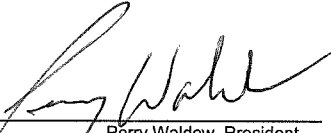
ARTICLE X AMENDMENTS


SECTION. 1. Amendment by Directors.


- 1.1. The Board of Directors may adopt, amend or repeal Bylaws. Such power is subject to the following limitations:
 - 1.1.A. The Board of Directors may not amend Bylaw provisions fixing the authorized number of directors or establishing procedures for the nomination or appointment of directors other than by two-thirds vote of all directors.
 - 1.1.B. This Section may be amended only by two-thirds vote of all directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the directors of Culver City Community Emergency Response Team (Culver City CERT) and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws.

11-1-2012 
Date Perry Waldow, President


11/1/12 
Date Joel Falter, Vice President

11/1/12 
Date Molly Messmer, Secretary

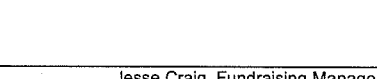
 11/1/2012
Date Stephen O'Donnell, Treasurer


11/1/12 
Date Erik Mayer, Operations Manager

11/1/12 
Date Earle Hartling, Training & Education Manager

11/1/12 
Date Benjamin Rapoport, Logistics Manager



Date Fleet Manager


Date Jesse Craig, Fundraising Manager

11/1/12 
Date Pam Turner, District 1 Manager

1 Nov 2012 
Date Marty Zisner, District 2 Manager

11/01/12 
Date Dr. Michael Eandau, District 3 Manager


Date Marty Hente, Communications Manager
11/1/2012

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of Culver City CERT named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of Culver City CERT.

11/1/12 
Date Molly Messmer, Secretary