

By-Laws

Manhattan Beach Community Emergency Response Team Association, Inc.

Updated 9/8/14

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**BY-LAWS
Of
Manhattan Beach Community Emergency Response Team Association, Inc.**

**ARTICLE 1
NAME**

The name of this corporation shall be the Manhattan Beach Community Emergency Response Team Association, Inc. (hereinafter the "Association or MBCERTA"). The Association shall be a non-profit corporation organized and existing and operating under the Laws of the State of California.

**ARTICLE 2
MISSION**

The Manhattan Beach Community Emergency Response Team Association (MBCERTA) is an all-volunteer, non-profit organization created to enhance disaster preparedness and emergency response for the citizens of Manhattan Beach, CA. We accomplish this through participation in community awareness events, various training programs, drills and providing volunteer support to the Manhattan Beach Fire and Police Departments when a disaster strikes or upon activation by the Manhattan Beach Fire or Police Departments in the event of an emergency.

**ARTICLE 3
OFFICES**

The principal office of the Association shall be located in the City of Manhattan Beach, California (Manhattan Beach). The Association may move the principal office within Manhattan Beach from time to time as may be required or as the Board of Directors [hereinafter the "Board"] may authorize.

**ARTICLE 4
MEMBERS**

4.1. Eligibility.

Membership in the Association shall be open to residents of the City of Manhattan Beach or Persons that work in the City of Manhattan Beach who are at least 18 years of age and:

- a)** Complete either:
 - i. Manhattan Beach CERT Training course or
 - ii. U.S. Department of Homeland Security's (IS-317) Course and another jurisdiction's CERT Training course.

- b)** Take the Oath administered by the City of Manhattan Beach representative. All members will be registered as Disaster Service Workers with the Governor's Office of Emergency Services by the MBFD.

4.2. Conflict of Interest.

Members shall certify, upon nomination that their participation in the Association would not present a conflict of interest with their elective, business, municipal or personal relationships.

4.3. Transfer of Membership.

Membership in the Association shall not be transferable or assignable.

4.4. Fire Department Liaison.

A representative from the MBFD may hold membership in the Association, and shall serve as liaison and technical advisor to the Association. The MBFD Liaison shall not serve as a Board Member.

4.5. Removal / Suspension.

- a) The Board of Directors may remove a MBCERTA member when in its judgment that member's actions are detrimental to the mission and objectives of the organization.
- b) The decision to remove a member shall be made at a normally scheduled Board of Directors meeting and requires a two-thirds (2/3) majority vote of the Directors present at the meeting. Said member shall have the right to speak in his/her own behalf prior to the Board of Directors vote. At its discretion, the Board may vote to suspend a member for up to 30 days in lieu of removal.
- c) The Board may also reinstate a member previously removed if in its judgment that would be beneficial to the mission and objectives of the organization. Such decision shall be made at a normally scheduled Board of Directors meeting and requires a two-thirds (2/3) majority vote of the Directors present at the meeting. Said previous member shall have the right to speak in his/her own behalf prior to the Board of Directors vote.

ARTICLE 5 BOARD OF DIRECTORS

5.1. Management.

The property, business and affairs of the Association shall be managed and controlled by its Board of Directors [hereinafter the "Board"].

5.2. Number.

There shall be no less than (9) and no more than (13) members of the Board. All Directors must be members of the Association.

5.3. Term of Directorate.

The initial Board shall hold office for the first year. At the first general meeting to elect Directors in the year 2009, a new Board shall be elected. Three/four Directors shall be elected

for a term of three years, three/four Directors shall be elected for a term of two years, and three Directors shall be elected for a term of one year. The length of term for each Director will be determined by the number of votes for each nominee. Beginning with the annual meeting in the year following the enactment of this Section, each Director whose term has expired shall be elected for a term of three years. No amendment of the By-laws may extend the term of a Director beyond that for which the Director was elected, nor may any by-law provision which increases the term of any director be adopted without the approval of the members.

5.4. Voting/Members

- a) The general membership votes for the Board. This occurs at a membership meeting or drill, as called by the Board. Voting for Board Members is scheduled for the Mid Year meeting each year.
- b) Nominations for Board will be taken from the Association during the month of May each year. Notification of the Mid Year meeting will be sent to the membership, and nominations for the Board will be taken by mail or email, with no second required. Nominations are accompanied by a synopsis of the candidates' qualifications.
- c) To be eligible to be a Board Member, at the time of nomination, one must meet all of the following requirements:
 - i) Maintain and present verification of valid Red Cross CPR and First Aid certification or equivalent documentation and
 - ii) Attend at least two (2) Board Meetings within the past six (6) months.
- d) The Secretary of the Board compiles the candidate's synopses, which are mailed (or e-mailed) to each active member, two weeks prior to the election.
- e) The Secretary of the Board has the MBFD Liaison draw, at random, the names of the candidates. This order of names is put on the ballot.
- f) Ballots are distributed at the Mid Year meeting, and each member votes for (9 or 11) candidates the first year, and (3 or 4) candidates each year thereafter.
- g) The MBFD Liaison collects and tallies the ballots and announces the new Board Members.

5.5. Resignation.

Any Director may resign by providing written notice to the Board.

5.6. Vacancies.

Whenever any vacancy shall occur in the Board, by reason of death, resignation, or increase in the number of Directors or otherwise, such vacancy may be filled by the vote of a majority of the remaining Directors. The term of office of a vacancy filled in this manner is:

- a) The remaining term of the incumbent Director who is being replaced, or
- b) If there is no incumbent position being filled, the time remaining until the next annual election.

5.7. Compensation.

Directors serving on the Board are volunteers and do not and shall not receive any compensation for their services.

5.8. Reimbursement of Expenses.

Directors may be reimbursed for expenses incurred on behalf of the Association.

5.9. Absences.

Directors shall notify the President and/or Vice President of the Board in the event of any absence from a regularly scheduled meeting. In the event that any Director has been absent from four [4] or more meetings during any twelve [12] month period, without sufficient justification, as determined at the discretion of the Executive Board, such Director shall be subject to removal from the Board.

5.10 Removal of Directors.

Any Director may be removed for cause. The removal of a Director shall require the accord of a majority plus one of all Directors then serving on the Board. The Board shall take up such action during a regular meeting only if such action has been placed on the agenda at least five (5) days prior to the date of such meeting.

**ARTICLE 6
OFFICERS of the BOARD of DIRECTORS**

6.1. Officers.

The Board shall elect from its own membership a President, Vice President, Secretary and Treasurer. The Board shall elect or appoint from time to time such other or additional officers as in their opinions are desirable for the conduct of the business of the Association.

6.2. Election and Term of Officer.

The officers of the Board shall be elected at the first Board Meeting following the annual meeting, and shall hold office for one year. Vacancies may be filled or new offices created and filled at any scheduled meeting of the Board, provided that such action has been placed on the agenda at least five (5) days prior to such meeting.

6.3. Removal or Resignation.

Any officer may be removed for cause by the Board. Any officer may resign by providing written notice to the Board.

6.4. Duties.

The duties of the respective officers shall be as follows:

- a) **PRESIDENT** - The President shall be the Chief Executive Officer of the Association, and as such shall:
 - i) exercise general supervision of all planning and operation;
 - ii) be responsible for the development of policy and maintenance of the By-Laws;
 - iii) serve as an ex-officio member of all committees created by the Board;
 - iv) cast a tie-breaking vote in the event that a vote upon any question before the Board results in an even number of votes being cast for and against the question.
 - v) be the liaison between the Association and the M.B.F.D.
- b) **VICE PRESIDENT** - The Vice President shall:
 - i) be responsible for overall Board organization and, when necessary, committee responsibilities;
 - ii) permanently chair the membership nominating committee.
- c) **SECRETARY** - The Secretary shall:
 - i) record all proceedings of the meetings of the Association;
 - ii) generate and distribute meeting notes, agendas, and minutes;
 - iii) maintain the MBCERTA stationary and logo;
 - iv) function as the MBCERTA Historian;
 - v) publish and distribute the annual Master Calendar;
 - vi) maintain the membership book of the Association, including terms of office.
- d) **TREASURER** - The Treasurer shall be responsible for the receipt, custody and disbursement of Association funds and the management of the accounts and budgets of the Association. In addition, the Treasurer shall:
 - i) be custodian of the financial and tax records of the Association;
 - ii) be the liaison to the Association accountant;
 - iii) generate and disseminate such tax and exemption records as are legally required;

- iv) invest Association funds at the direction of the Finance Committee;
- v) ensure that sufficient funds are available to maintain an operating cash level;
- vi) ensure that budgets are generated and adhered to;
- vii) maintain a liquid fiscal position;
- viii) ensure an annual audit is conducted.

6.5. Bonding.

At the discretion of the Board, the Directors with fiscal involvement shall be bonded at the expense of the Association.

**ARTICLE 7
EXECUTIVE BOARD; AUTHORITY TO ACT**

7.1. Executive Board.

The Executive Board of the Association [hereinafter the "Executive Board"], shall consist of five individuals and shall include the President, Vice President, Treasurer, Secretary and one or more duly elected members of the Board

7.2. Election of Director to Executive Board.

The Board shall elect at the first Board meeting following the Annual Meeting [See Section 8.2, *infra*] from its own number one or more Directors who shall serve on the Executive Board (hereinafter the "Elected Executives") until the next annual meeting or until his/her earlier resignation or removal. Such election shall take place immediately following the election of Officers [see Section 6.2, *supra*].

7.3. Nomination of Elected Executive.

Nominations for the position of Elected Representative may be made from the floor.

7.4 Conduct of Election of Elected Executive.

The Director receiving the highest number of votes shall serve as the Elected Executive. Voting shall be in accordance with the provisions of Section 8.7. *infra*.

7.5 Authority of the Executive Board.

The Executive Board is authorized to transact necessary business of the Association in the intervals between regular meetings, and such other business as may be referred to it by the Association. The Executive Board shall also present a report at the regular meetings of the Association of activities conducted and/or motions presented to the board for a vote.

ARTICLE 8 MEETINGS

8.1. Place.

Meetings of the Association shall be held at such place within Manhattan Beach as may from time to time be designated by the Board of Directors and stated in the notice of meeting.

8.2. Annual Meeting.

The annual meeting of the members of the Association shall be held in Manhattan Beach or at a place designated by the President between June 1st and July 31st of each year, for the purpose of electing members to the Board of the Association and for such other business as may come before the Board.

8.3. Special Meetings.

Special meetings may be called by the President or by a majority of the Board. Notice of any special meeting shall state the purpose for which the meeting is to be held, and may be called verbally with a 24-hour notice. Any Director may be removed for cause. The removal of a Director shall require the accord of a majority plus one of all Directors then serving on the Board.

8.4. Notice.

Written notice of all meetings of the Association shall be mailed or delivered to each member and Director at least five (5) days prior to the meeting. Notice of any special meeting shall state in general terms the purpose for which the meeting is to be held.

8.5. Regular Meetings.

Regular meetings, for the purpose of transacting Board business, shall be conducted monthly or as deemed necessary by the President.

8.6. Quorum.

The majority of the Directors serving on the Board in any given fiscal year present in person shall constitute a quorum for the transaction of business at all meetings of the Board, except as may otherwise be provided by these By-Laws. If there is less than a quorum, the Directors present shall adjourn the meeting to another time, duly noticed.

8.7. Voting/Board.

At all meetings of the Board, each Director present in person shall have one vote. Upon demand of any Director, any vote for officers or upon any question before the Board shall be by written ballot. In the event that a vote upon any question before the Board results in an even number of votes being cast for and against the question, the vote will be tabled until the next meeting.

8.8. Chairperson of Meeting.

The President, or in his/her absence the Vice President, shall preside at all meetings of the Association. In the absence of the President and Vice President, the Treasurer shall preside at the meetings of the Association. In the absence of the President, Vice President and Treasurer, the Board may appoint any Director to act as chairperson of the meeting.

8.9. Secretary of Meeting.

The Secretary of the Board shall act as secretary of all meetings of the Association; and, in his/her absence; the chairperson may appoint any Director to act as secretary of the meeting.

8.10. Parliamentary Authority

Robert's Rules will be the parliamentary guide for all MBCERTA meetings.

**ARTICLE 9
COMMITTEES**

9.1. Creation.

The Board may, as it deems necessary from time to time, form and activate committees for the purpose of oversight of the business of the Association. A Board Member shall chair all committees and projects. A committee chair may select as many members from the membership that he/she deems necessary to successfully carry out the mission. Such committees may include: Equipment, Communications, Training and Retention, Funding, Community Involvement and Policy. Such other committees as may be required may be created by the President or by Board action.

9.2. Committee Guidelines.

Each committee shall maintain written guidelines for their functional areas of responsibility and such guidelines shall be incorporated into a procedure manual. Such guidelines are subject to approval of the Board.

**ARTICLE 10
CONTRACTS, CHECKS, DEPOSITS, GIFTS, DONATIONS**

10.1. Contracts.

The Board may authorize Directors to enter into contracts on behalf of the Association.

10.2. Checks.

All checks, drafts, etc. issued in the name of the Association shall be signed by the Treasurer and either the President or Vice President.

10.3. Deposits.

All funds of the Association shall be deposited only to the credit of the Association in a manner selected by the Treasurer or the Board.

10.4. Gifts.

The Board may accept on behalf of the Association any contribution, gift or bequest.

10.5. Donations.

The Association may make donations as determined by a majority of the Board.

**ARTICLE 11
BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of Board activities. A record shall be kept of the names, addresses and term expirations of all members. All books and records may be inspected by any Director.

**ARTICLE 12
LOGO**

The logo of the Manhattan Beach CERT Association, Inc. shall be maintained by the Secretary and shall be authorized for use only by the Board.

**ARTICLE 13
INDEMNIFICATION**

The Association shall indemnify any Director, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement [before or after suit is commenced], actually and necessarily incurred by such persons in connection with the defense or settlement of any claim; action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been a member or Director of the Association, except in relation to matters as to which such member or Director shall be adjudged in any action, suit or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duty. Expenses of each person indemnified

hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding [including all appeals], or threat thereof may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the member or Director to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote or otherwise.

ARTICLE 14 MISCELLANEOUS

14.1. Fiscal Year.

The fiscal year of the Association shall be fixed as January 1 to December 31. The Board shall have the power to change the fiscal year.

14.2. Waiver of notice.

Any notice required to be given under the provisions of these By-Laws or otherwise may be waived by the director to whom such notice is required to be given.

14.3 Safety

For the purpose of Safety. Members shall wear proper clothing and shoes (closed toe sturdy shoes only) for their safety during all training exercises, and any pre-determined activation.

ARTICLE 15 ELECTRONIC & PRINTED MEDIA

The Board shall approve the substance and content of all electronic and printed media that is associated with or related to the Association. Included is anything that is identified with the MBCERTA Logo, or the MBCERTA name or acronym.

ARTICLE 16 AMENDMENTS TO BY LAWS

The Board shall have the power to add any provision to or alter or repeal any provision of these By-Laws by a vote of the majority of all of the Directors present at any regular or special meeting of the Board, provided that a statement of the proposed action shall have been included in the notice or waiver of notice of such meeting of the Board.

REVISION HISTORY

Date	Description
4/7/08	Release version
9/8/09	Modify section 4.1, Eligibility
10/5/09	Modify section 4.1, Eligibility Renumber Section 16.1, Safety, 14.3, Safety Add Revision History
4/5/10	Modify section 5.6, Vacancies, to remove “though less than a quorum” and to specify term of office for vacancy filled per this section
8/3/10	Add Section 4.5, Removal / Suspension
2/4/13	Modify section 5.2, Number of Board Members Increase maximum board to 13 members.
9/8/14	Modify sections 7.1, 7.2, 7.3; Executive Board. Provisions to ensure that there are always 5 members.