



Bylaws of the Mountain Ember Team

Adopted August 22, 2019

Amended September 24, 2019

Amended November 20, 2019

Amended March 11, 2020

Amended August 19, 2020

Amended April 20, 2022

ARTICLE I: NAME OF ORGANIZATION

The name of the organization is “Mountain Ember Team,” aka “MET.” The organization is a nonprofit, public benefit corporation organized under California law and qualified under Section 501(c)(3) of the federal Internal Revenue Code. The organization, also referred to in these Bylaws as “the Corporation,” is located in Santa Barbara County, California.

ARTICLE II: CORPORATE PURPOSE

The MET mission is to promote the safety and wellbeing of the mountain community through disaster preparation and education in and around the Painted Cave and San Marcos Pass areas of the Santa Ynez Mountains. The MET shall promote, organize, and facilitate neighborhood activities that assess, inform, educate, prepare, and protect the community in order to mitigate the consequences of wildfire, earthquake and other disasters with funding support from donations and grants. The MET shall work cooperatively with local and state government agencies, other non-profit organizations, public and private landowners, and the public in general to achieve its goals. The Board of Directors (herein, “Board”) of the MET shall seek to manage the resources of the organization to benefit all area residents, taking into account present and past contributions of the members, the needs of members and the communities represented in the MET, the number of persons benefited by particular projects, and the need to support strategic measures and programs to protect mountain residents as well as community-level projects and individual initiatives to protect lives, property and the environment in the mountain area.

ARTICLE III: MEMBERSHIP

1. The MET shall be a membership organization. Membership is open to persons age 18 years or older who reside or own property within the community. The MET community

shall include (1) all properties served by road access from (a) Painted Cave Road or (b) from East Camino Cielo Road between Highway 154 and Knapp's Castle; and (2) any additional areas included in a resolution approved by the Board of Directors.

2. The Board shall create a policy that establishes further criteria and processes related to membership. It shall include an annual dues requirement, with a provision for reduced dues for up to two members of the same household who apply for membership or renew their memberships together. The Board may also allow for hardship exemptions. The policy shall define current members as those who have paid annual dues or meet the provisions for hardship within the previous 12 months. The policy shall describe a membership application form and processes concerning the handling of membership applications.
3. The Secretary shall, at all times, keep a list of current members.
4. Current members have the following rights:
 - a. To attend all MET membership, Board, and committee meetings excepting sessions closed for legal or other protected discussions;
 - b. To be nominated and, if duly elected, serve as MET directors;
 - c. To vote for MET directors and vote for other measures specified in these Bylaws or on other measures submitted to the membership for a vote by the Board;
 - d. To submit and vote on bylaws amendments as provided in these Bylaws;
 - e. To submit and vote on other measures proposed for approval by the full membership at an Annual Meeting or, at the discretion of the Board, at a special election scheduled by the Board. Such measures may be submitted upon the signature of 5 members in good standing. Measures submitted for approval at an Annual Meeting must be submitted not less than 45 days prior to the Annual Meeting. No measure so submitted may be subsequently modified or rescinded except by further vote of the full membership;
 - f. To participate on MET committees and other various MET activities;
 - g. And other rights granted by the Board or in amendments to these Bylaws.
 - h. No member shall have any rights over and above any other member regardless of size of residence, property, or gifts made to the organization.
5. When members volunteer in MET activities, their rights are contingent on their ability to:
 - a. Act in a mutually cooperative manner for the benefit of the community;
 - b. Accept personal responsibility for adequacy of their health, training, and skills that are required for the volunteer activities of their choice.

ARTICLE IV: THE ANNUAL MEETING

1. There shall be an Annual Meeting of the Board and members set by the Board within 60 days following the close of the fiscal year.
2. The intent of this meeting is to provide for the democratic election of directors and to satisfy or exceed the minimum requirements of California nonprofit public benefit corporations for providing a public accounting of their operations.

3. The specific audience is the MET membership; however, non-member community residents and guests are welcome. Non-member residents may be afforded the right to speak at Annual Meetings at the discretion of the President or other presiding officer at the meeting.
4. The Board shall set an agenda and the President shall preside over the meeting.
5. The meeting shall have the following standing items on the agenda:
 - a. Open Comment Period for Members,
 - b. President's Report,
 - c. Annual Financial Report for previous fiscal year,
 - d. Annual Budget for current fiscal year,
 - e. Annual Projects and Committee Reports,
 - f. Proposals for Ongoing or New Projects,
 - g. Election of Directors.
6. The Secretary shall notify the members of the place, date, and time of the Annual Meeting at least 30 days prior to the meeting, and provide a tentative agenda. A final agenda shall be published at least 7 days prior to the meeting in an Annual Meeting reminder. Notice may be electronic, by regular mail, and/or by direct delivery. The notice shall include:
 - a. An official ballot that includes names of nominees for directors and resolutions approved by the Board or proposed by the membership for which approval or denial is required from the members;
 - b. Instructions for voting and returning ballots;
 - c. The annual financial report, or a summary of the report and notice as to how a copy of the full report may be obtained;
 - d. The budget for the current fiscal year;
 - e. And other documents determined by the Board to be necessary.
7. Ballots shall be returned to the Secretary prior to or at the Annual Meeting. The Board shall adopt a policy that ensures the integrity and secrecy of voting. Members are expected to return their ballots following directions on the ballot prior to the Annual Meeting. The ballots shall be counted at the meeting by at least two current members who are not directors or candidates for director's positions.
8. Except as provided in paragraph 9 below, a quorum is required in order to elect directors or hold a binding vote on any matter at the Annual Meeting. A quorum for purposes of the Annual Meeting shall mean that a majority of the current members of the MET shall be either physically present or have submitted ballots before the meeting. In the absence of a quorum, the Board may adjourn the Annual Meeting or conduct non-binding discussions on matters on the agenda with the membership prior to adjourning.
9. If no quorum is present at the first Annual Meeting, the Board shall notice a second Annual Meeting, in the manner provided in paragraph 6 above, for a date not less than 20 nor more than 45 days from the first-called Annual Meeting. At the second-called Annual Meeting, election of directors shall be held and all matters on the agenda for member approval shall be voted upon without the requirement for a quorum. All

ballots cast for the first Annual Meeting, unless withdrawn by the voting member, shall remain valid and included in the tally accordingly.

10. The minutes of the Annual Meeting shall be made accessible to the members in a timely manner.

ARTICLE V: BOARD OF DIRECTORS

1. The Board of Directors shall consist of not less than five nor more than eleven elected MET members. The elected directors shall constitute the Board of Directors. The initial number of authorized directors shall be nine. The number of authorized directors may be adjusted thereafter, within the limits prescribed above, by vote of the members.
2. Uncompensated Volunteer Status: No director shall be awarded compensation or provided with valuable services for her or his position and function as a director.
3. The directors are expected to act:
 - a. In good faith,
 - b. On behalf of the Corporation and
 - c. In compliance with the law.
4. Election of Directors: The election of directors by members is described in Article VII.
5. Appointment of Directors: The appointment of a director following a director's resignation, removal, or recall is described in Article X. The Board shall not appoint new directors to increase the number of authorized directors; this is the right and responsibility of the membership at the Annual Meeting.
6. Notwithstanding any other provision of these bylaws, not more than two and not more than 30% of the directors serving on the Board may be members of the same family. For the purposes of this provision, "members of the same family" means that any of the directors are the spouse, brother, sister, parent, grandparent, son, daughter, grandson, granddaughter, ancestor, descendant, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of another.

ARTICLE VI: POWERS AND FUNCTIONS OF THE BOARD OF DIRECTORS

1. The elected directors, as the Board, are delegated authority by the members to manage the Corporation and carry out activities to support its purpose. The Board is required to follow the established MET Bylaws and policies.
2. The specific powers and functions of the Board, include, but are not limited to:
 - a. Maintain fiscal procedures that meet the ethical and legal standards for a 501(c)(3) Corporation;
 - b. File required financial, tax, and corporate governance documents;
 - c. Maintain the membership policy and a roster of current members;
 - d. Set, notice, and facilitate member and Board meetings, including the Annual Meeting for which the requirements of Article IV are executed;
 - e. Represent the Corporation for required compliance with all applicable regulatory agencies, e.g. California Corporations Board, County of Santa Barbara, etc.;

- f. Execute activities authorized by the members or Board, which are consistent with the Corporate Purpose set forth in Article II;
 - g. Oversee, monitor, and review the safety and quality of all corporate activities, including member, committee and Board activities;
 - h. And, enter into contracts on behalf of the Corporation, such as grants, vendor agreements, and others as necessary for execution of approved activities.
3. The Board shall establish policies by approved resolutions that are deemed necessary to carry out the powers and functions listed in Article VI, paragraph 2 in order to act in an open manner in relation to the members, hold itself accountable, perform prudent and competent fiscal management, undertake resolution of member and committee related issues, and provide transparency in all activities of the Corporation.
4. All powers not specifically authorized by these Bylaws devolve to the power of the members.

ARTICLE VII: ELECTION OF DIRECTORS

1. Initial Election of Directors:
 - a. The initial election of directors shall be held at a meeting of the members called by the existing interim Board. The nine candidates receiving the most votes shall become directors, except that no candidate shall be elected if they receive less than a majority of the total number of ballots cast. The four candidates receiving the highest numbers of votes shall be elected for the period from the date of election to the date of the first Annual Meeting (2020) plus one additional year. Of the remaining candidates, the five candidates who received the most votes shall be elected for the period from the date of the election to the date of the first Annual Meeting. In the event of a tie, the candidates for the longer term shall be chosen by lot. If there are fewer than nine candidates, or if fewer than nine candidates receive a majority of the total number of ballots cast, then the elected Board may fill the vacancy or vacancies with appointment(s) of current MET member(s), through a resolution approved by a majority of the elected Board. Notice of the meeting and circulation of ballot materials, including a list of candidates, shall be given to all current members by email, postal service or direct delivery at least 2 weeks prior to the meeting. Voting shall be open to all persons who meet the criteria set in Article III, paragraph 1 and who have submitted a membership application prior to or at the meeting. Voting shall be conducted by written ballot, which may be submitted by the member at the meeting, by email or postal mail, or by deposit in the community mailbox maintained by the MET.
2. Election of Directors at the Annual Meeting:
 - a. Election: After the initial election, directors shall be elected by the members at the Annual Meeting except those appointed as provided in Article X.
 - b. Term: Each director elected at the Annual Meeting shall serve for two years unless the director resigns, is removed, or is recalled.

- c. Term Limits: There shall be no limits to the number of times a member may be elected as a director.
- d. Administration of Elections: The Secretary administers the election and voting processes for directors, resolutions, and other agenda items placed before the members. The Board shall establish a policy and procedure for the election process that conforms to and implements these Bylaws.
- e. Nomination:
 - i. Nominees must be current members.
 - ii. A current member must propose a nominee candidate; self-nomination is permissible.
 - iii. The Board shall solicit nominees no later than 45 days prior to the Annual Meeting for inclusion on the official ballot.
 - iv. Write-in candidates are not allowed.
- f. Election Results:
 - i. In order to be elected, a nominee must receive a majority of the votes represented by the quorum at the Annual Meeting.
 - ii. If the number of nominees receiving a majority of votes of the represented members exceeds the number of open positions, then the nominees who received the most votes shall be elected to fill the open director positions.
 - iii. If a nominee does not receive a majority of votes from the represented members, then the nominee shall not be elected as a director even if there is a position open. That position may then, at the discretion of the Board, be filled by resolution of the Board as provided in Article X, section 4 of these Bylaws.

ARTICLE VIII: OFFICERS

1. In compliance with requirements for California Corporations, the Board shall select duly elected directors to fill the roles of President, Treasurer, and Secretary.
 - a. No director shall be selected for more than one of these roles.
2. The Board shall select an additional director for the role of Vice President who shall preside in the absence of the President.
3. All other directors are “at large” without specific officer roles. However, from time to time, a director may be appointed to a specific role or position in order to assume leadership and responsibility for an activity.
4. The President of the Corporation (the “President”) shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. If no other person is designated as the chief executive, the President shall, in addition, be the chief executive and shall be the authorizing agent to sign legal, binding agreements for actions approved by the Board.
5. The Vice-President of the Corporation (Vice-President) presides at meetings in the absence of the President and performs other duties as assigned by the Board.

6. The Treasurer of the Corporation (“the Treasurer”) shall attend to the following:
 - 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 the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
 - b. Financial Reports: The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - c. Deposit and Disbursement of Money and Valuables: The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.
 - d. Budgets: The Treasurer will work with all committees and the Board as a whole to develop annual budgets for the Corporation. A proposed budget for the following fiscal year must be developed before the end of the current fiscal year, and presented to the Board for adoption. The Treasurer will, with the concurrence of the Board, amend the budget as warranted by changes in organizational needs or financial circumstances. All spending will be accounted for in terms of the budget, and an accounting provided to the Board at all regularly scheduled meetings.
 - e. Bond: If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.
7. The Secretary of the Corporation (the “Secretary”) shall attend to the following:
 - a. Bylaws: The Secretary shall certify and keep or cause to be kept the original or a copy of these Bylaws as amended to date.
 - b. Minute Book: The Secretary shall keep or cause to be kept a minute book as described in Article XV, paragraph 1.
 - c. Notices: The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.
 - d. Corporate Records: Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.

- e. Records: Records kept by the Secretary may be kept as either paper documents or digital files. If the Secretary elects to keep records as paper documents, they shall be kept at the residence of the individual currently serving as Board Secretary. If the Secretary elects to keep records as digital files, they shall ensure that the documents have sufficient security features to prevent unauthorized editing using standard IT practices (e.g., view only folders) and store them at a place for easy access and transfer to the secretary's proxy or successor (e.g., the google drive of the MET email address); including the use of a backup system. Upon request by any current MET member a printed paper copy of meeting minutes will be made available within 48 hours by the Secretary or their proxy.
- 8. By a method at the discretion of the Board, the selection of officers shall be made annually at the first meeting of the directors following the Annual Meeting.
- 9. The Board may remove from a director the designation as an officer and select another director for that office by a resolution approved by the Board.

ARTICLE IX: MEETINGS OF THE BOARD OF DIRECTORS

1. The Board shall hold regular meetings with the President, Vice-President or designee presiding at the meeting.
 - a. At a minimum, the Board shall meet at least 6 times distributed throughout the year.
 - b. During periods of substantial organizational activity or emergent situations, the Board may meet as needed to respond to issues and complete business.
 - c. For an issue requiring an unusually rapid response, the Board may consider the issue and conduct a vote by email. Voting shall be initiated by any member of the Board with a written proposal or resolution clearly stating the specific action or other matter to be voted upon by the full Board. Any proposed amendments to the proposal or resolution shall also be initiated by a written statement clearly stating the text of the amendment. Noticing requirements stated in paragraph 3 of this article are waived. A proposal or resolution, and any amendment to the proposal or resolution, will be considered to be approved only if it receives positive votes from a majority of the Board members, regardless of the number of Board members who respond. Votes must be confirmed at the next regular meeting of the Board, and the complete email record (discussion and voting) should be made part of the minutes of the next regular meeting. This power may be used by the Board only in situations where delaying a decision until the next regular meeting of the Board may result in a significant liability, loss, or missed opportunity for the MET.
2. The President or designee is responsible for setting the agenda.
3. Notice of Board meetings shall be provided to the members at least 7 days prior to the meeting. The notice shall include the date, time, location, and tentative agenda for the meeting.
4. A quorum of directors is required to conduct Board business at all times. A quorum is defined as a majority of elected directors. Without a quorum, the Board may present

informational items but may not conduct business that requires motions, resolutions, or voting.

5. Each meeting of the Board shall include a period for member comments, to which the directors may either respond immediately or defer to a future date.
6. The Board shall generally comply with Common Sense to manage meetings and carry out business.
7. The Secretary shall take steps to have minutes of the meetings recorded consistent with general practices for documenting public meetings. Minutes should include a summary of discussions, motions, resolutions, votes, and other pertinent acts. Minutes shall include reports and materials submitted at Board meetings, such as financial reports, committee reports, educational materials, the work products of staff and contractors, etc. The minutes are retained in the Minute Book.
8. The Secretary shall take steps to publish and distribute meeting minutes to the directors and members in a timely manner.
9. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through the use of such communication equipment constitutes presence in person at that meeting, so long as all of the following apply:
 - a. Each director participating in the meeting can communicate with all of the other directors concurrently;
 - b. Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
 - c. The corporation adopts and implements some means of verifying
 - i. That all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and
 - ii. That all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

ARTICLE X: VACANCIES, RESIGNATION, REMOVAL, OR RECALL OF A DIRECTOR

1. Resignation: From time to time, a director may decide to resign from her or his directorship position. The director must submit in writing the resignation; electronic communication is acceptable. Once a director resigns, a replacement may be appointed by a resolution approved by a majority of the remaining Board of directors. The appointed director shall complete the term.
2. Removal: If a director does not attend three consecutive meetings of the Board and does not respond to reasonable requests by the remaining directors that the director resume her or his responsibilities as a director, the remaining directors may move and approve a resolution of removal by a majority of all directors. Once a director is removed, a replacement may be appointed by a resolution approved by a majority of the remaining Board of directors. The appointed director shall complete the term.
3. Recall: A petition from the members demanding a recall vote for a director may be submitted to the Board.

- a. If that petition is signed by at least twenty-five percent of the membership and signatures are confirmed by the Board, then the Board shall set a date for a membership vote approximately 45 days from the date the Board confirmed the petition.
 - b. At least 14 days before the date set for the membership vote, the Secretary shall act to provide to all current members both a notice of the recall election and a ballot for submitting their votes to the Secretary. If the director at issue is the Secretary, then the remaining directors shall select an alternate director to provide notice and collect ballots.
 - c. The Secretary or designee of the directors shall accept and distribute to the membership a statement from the director at issue (if provided) and a statement from a representative of the members who submitted the recall petition (must be provided). If the petitioners do not supply a statement, then no vote shall be held.
 - d. If a majority of the current members vote to recall a director, then the director at issue shall be removed from the Board of directors immediately and without further appeal.
 - e. If a director is successfully recalled, a replacement may be appointed by a resolution approved by a majority of the remaining Board of directors. However, the replacement appointment shall not be the director who was recalled. The appointed director shall complete the term.
4. Vacancies on the Board resulting from any other cause, including failure of sufficient candidates to be elected, may be filled by appointment of a qualified individual by resolution of the majority of existing directors. A vacancy shall be deemed to occur whenever the number of sitting directors falls below the number of authorized directors currently authorized by the members of the Corporation.

ARTICLE XI: COMMITTEES

1. When there is necessity, desire, and support, the Board may establish committees to assume responsibility for an area of MET activity. Establishment of a committee requires a Board resolution approved by a majority of all elected directors. Committees provide service that requires organization, planning, funding, and other resources in order to perform a task or series of tasks.
2. The Board retains oversight of all committees. This includes but is not limited to:
 - a. Authorization and control of funding;
 - b. Approval of general and specific committee actions as directed by the Board;
 - c. And approval of safety and quality plans for committee activities.
3. All committees must act in compliance with these Bylaws and the regulations that govern California nonprofit corporations.
4. A committee may organize itself in the most efficient manner for the scope of its area and type of activity. Each committee shall select a chair or lead person who is responsible for coordination of the activities and representation of the committee at Board meetings. The Board must confirm the selection.

5. Committee members must include at least one MET member but may include any number of non-members.
6. Each committee is required to send its chair/lead person or designee to scheduled Board meetings in order to report to the Board. The Board may accept a written report if no one from the committee is available at the time of a scheduled meeting.
7. The committee is required to work with the Treasurer to develop a proposed budget for its activity. For ongoing committees, a proposed budget for the following fiscal year must be developed before the end of the current fiscal year, and presented to the Board for adoption.
8. Each committee is required to maintain records of its members, meetings, and activities and provide the Board Secretary with copies of the documentation.
9. The Board may revoke the authority delegated to a committee or terminate the committee through a resolution approved by a majority of all elected directors.

ARTICLE XII: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

1. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
2. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President.
3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.
4. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.
5. As a 501(c)(3) nonprofit public benefit corporation, the Board may seek funds and resources for operations from various sources, including:
 - a. Personal and business donations of money and resources;
 - b. Grants for which the Corporation is eligible to apply and execute;
 - c. Contracts with individuals or organizations for services provided by the Corporation;
 - d. And other sources as legally allowed and pertinent to the purposes of the Corporation.

ARTICLE XIII: CONFLICT OF INTEREST AND COMPENSATION

1. The Corporation is a volunteer organization in which all participants are intended to be working for the community, not self-interested, and to be uncompensated.
2. No officer or director shall be compensated for his or her service as such. This shall not prevent the Board from paying any person who also happens to be an officer or director for the reasonable value of services rendered to MET that are outside the scope of his or her normal duties for the Corporation, provided that any agreement for such services is approved by the Board in compliance with the requirements of the California Corporations Code and the Conflict of Interest Policy adopted by the Board.
3. The Board shall establish and comply with a "Conflict of Interest" policy and review it annually.
4. The "Conflict of Interest" policy shall address:
 - a. Purpose of policy;
 - b. Definitions;
 - c. Duty to disclose;
 - d. Financial and personal benefit conflicts;
 - e. Appropriate compensation;
 - f. Reimbursement for expenses on behalf of the Corporation;
 - g. Procedures for reporting, determining, and correcting conflict;
 - h. Creation and retention of records regarding the implementation of the policy;
 - i. And distribution of policy to members, directors, and related individuals.

ARTICLE XIV: INDEMNIFICATION

1. The Board shall establish a policy covering indemnification of persons acting as agents of the Corporation.
2. The Board shall establish a policy and procedure to determine if additional areas of indemnification or insurance devices are necessary to protect the activities of the Corporation at intervals specified in the policy.

ARTICLE XV: BOOKS AND RECORDS

1. Minute Book: The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.
2. Books and Records of Account: The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily

limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

3. Articles of Incorporation and Bylaws: The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.
4. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns: The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the California Corporations Code.
5. Annual Report: A Statement of Certain Transactions: The Board shall cause an annual report to be sent to each Director within 60 days after the close of the Corporation's fiscal year containing the following information:
 - a. The assets and liabilities of the Corporation, including the trust funds, as of the end of the fiscal year;
 - b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
 - d. The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
 - e. And a brief description of the amounts and circumstances of any loans, guaranties, indemnifications, advances, or other payments of any kind aggregating more than \$1,000 paid during the fiscal year to any Officer or Director.
6. Access to Books and Records by Directors: Such books and records shall be accessible to all active directors without restriction.
7. Books and Records Policies: The Board shall establish policies as needed to define the processes for creating and maintaining a repository of books and records. The Board shall establish a policy for responding to requests for access from members and others.

ARTICLE XVI: PROPERTY

1. All property, funds and assets donated to or otherwise acquired by the Corporation or acquired with corporate funds shall be held in the name of the Corporation and managed by the Board or its designees for the benefit of the Corporation and its purposes.
2. The Corporation shall retain ownership and all associated rights to intellectual property or other intangible property acquired with or created on behalf of the Corporation, including but not limited to: maps, graphics, designs, publications, software applications, websites, digital accounts with social media, email accounts, digital folders containing corporate records, and other digital devices and tools. The Board may authorize copying or reproduction without charge of any intellectual property of the Corporation for non-commercial purposes when necessary or useful to advance the purposes of the Corporation.

3. No property of the Corporation shall be used, loaned, rented, leased or otherwise placed in the control of any person except in furtherance of the purposes of the Corporation.
4. Any property issued to an individual or other organization must be returned to the Corporation upon request.

ARTICLE XVII: AMENDMENTS

1. Except as provided in paragraph 3 below, the Board may amend these Bylaws by a resolution approved by a majority of all currently elected directors. The resolution must include:
 - a. The original wording of the Bylaws if the amendment is a change of, addition to, and/or deletion of all or part of the existing Bylaws;
 - b. A markup of any portions of the Bylaws being changed, added and/or deleted, showing the text being changed, added and/or deleted from the existing Bylaws;
 - c. The exact wording placement of the amendment, if it is a new article or paragraph;
 - d. And an explanation of the nature and intent of the amendment(s).
2. Separately, the members may propose an amendment(s) to these Bylaws by a petition signed by no fewer than 10 current members. The petition shall be presented to the Board at a scheduled meeting of the Board and must include the proposed language of the amendment(s), a markup version of Bylaws being amended and a statement of purpose for the amendment(s), as provided in sub-paragraphs 1.a – 1.d above.
 - a. The petition, including the proposed amendment(s), must be distributed to the members at least 30 days prior to a scheduled vote by the members.
 - b. The Board shall schedule a meeting to conduct a vote of the current members within 60 days of a duly proposed amendment(s), or, if an Annual Meeting is scheduled within 90 days of the date of receipt of the petition, at the next Annual Meeting. Noticing and voting procedures for the meeting and vote on the proposed amendment(s) to the Bylaws shall be the same as for noticing and voting at an Annual Meeting.
 - c. The Board shall schedule at least one meeting prior to voting at which the proposed amendment(s) is on the agenda and the directors and members shall have the opportunity to debate the merits of the amendment.
 - d. In order to be adopted, the proposed amendment must receive approval of a majority of all current members.
3. The following amendments to the Bylaws may be enacted only by a vote of the members:
 - a. Any amendment altering or otherwise affecting the voting rights or any other rights of members.
 - b. Any amendment increasing or decreasing the total number of directors allowed under the Bylaws.
 - c. Any amendment changing the current number of authorized directors.

ARTICLE XVIII: ADOPTION OF INITIAL SET OF BYLAWS

1. These Bylaws, the initial bylaws of the Corporation, were drafted by the Mountain Ember Team Bylaws group, reviewed by legal counsel, and adopted by the acting Board of Directors of the Corporation. All actions of the Corporation are hereafter bound to comply with these Bylaws excepting to comply with amendments adopted in the future.

Acting Board of Directors

Dennis Clegg, President

Ina Brittain

David Dellinger, Treasurer

Jessica Tunney

Jenny VanSeters, Secretary