

**SONOMA COUNTY FIRE CHIEFS ASSOCIATION
AMENDED BYLAWS**

**ARTICLE I
NAME, MISSION AND ORGANIZATION**

Section 1.1. – Name. This organization shall be known as the Sonoma County Fire Chiefs Association, Inc., herein called SCFCA.

Section 1.2. – Mission. The mission of this SCFCA is to strengthen and advocate for the Sonoma County Fire Service through leadership, unity, and collaboration. To conduct this mission, SCFCA shall:

- a. Provide for the assembling at regularly scheduled meetings, chief fire officers, agency partners, and other interested persons, to discuss ways and means for the betterment of the fire and pre- hospital emergency medical services (“EMS”) and to develop a bond of friendship and understanding among its members;
- b. Serve as the recognized organization in Sonoma County for the collection and exchange of ideas, information, knowledge, and experience in areas affecting the Sonoma County fire and EMS;
- c. Develop and provide programs dedicated to the betterment and continual well-being of the fire and EMS and to the attainment of its goals and objectives;
- d. Cooperate with organizations to promote programs that further the goals and objectives of the fire and EMS;
- e. Provide for review of legislative developments and react to those affecting the fire and EMS in a non-partisan, coordinated, and approved manner;
- f. Allow for the endorsement of initiatives and referendums, following the requirements in Appendix I of these Bylaws, but prohibiting the expenditure of SCFCA monies for such endorsements.

Section 1.3. – Organization. SCFCA shall be a non-partisan organization that represents the interests of its members as a whole and shall be governed by these bylaws.

Section 1.4 – Fiscal year. The fiscal year of the organization shall begin on the first day of July and end on the last day of June each year. The fiscal year may be changed by resolution of the Board of Directors and in accordance with applicable state and federal reporting requirements.

ARTICLE II MEMBERSHIP

Section 2.1. – Regular Membership. Regular (formally Active) membership shall be open to the fire chief, assistant chief, deputy chief, division chief, or battalion chief of any governmental or tribal firefighting agency or accredited fire academy located in Sonoma County. Membership shall only be granted upon recommendation of the Board of Directors.

Section 2.1.a. – There will be a subcategory of the regular membership which only includes local government fire agencies receiving Measure H tax revenue as outlined in the Measure.

Section 2.2. – Associate membership. Associate membership shall be open to individuals who do business with the fire service or who represent a government agency other than the fire service. Membership shall only be granted upon recommendation of the Board of Directors.

Section 2.3. – Honorary membership. Honorary membership to this Organization shall be by two-thirds majority vote of the members present at any regular meeting of this Organization.

Section 2.4. – Membership Rates. The rate for each individual membership shall be established by the Board of Directors.

Section 2.5. – Authority for Classification. The Board of Directors of SCFCA shall be the final authority in the determination of eligibility for membership.

Section 2.6. – Membership Year. The membership year runs from July 1 through June 30th.

ARTICLE III OFFICERS

Section 3.1. – Officers of the Organization. The Officers of the Organization shall be as follows: President, President-elect, and Treasurer. The Treasurer will be an appointed position not holding membership and shall be bonded to safeguard the assets of the corporation.

Section 3.2 – Nomination of Officers. The nominating committee shall be appointed by the President at the opening of the November meeting of this Organization.

Section 3.2.a. – The Committee shall submit its recommendations to the floor no later than the December meeting.

Section 3.3. – Election of Officers. The President-elect position shall be elected to serve a term of two years at the discretion of the membership. Such elections shall be held no later than the December meeting of this Organization.

Section 3.4. – Installation of Officers. Installation of Officers shall be made during the February meeting of this Organization.

Section 3.5. – Board of Directors. There shall be a Board of Directors which shall consist of the President, President-elect, and three at large Directors, one representing the cities, one representing the fire districts, and a third from the regular membership. All Board of Directors must be Measure H recipient governmental fire agency Fire Chiefs.

Section 3.6. – Election of at large Board Members. At large Board Members shall be elected to serve a term of two years at the discretion of the membership. Such elections shall be held biannually in the years in which there is no officer election and no later than the December meeting of this Organization.

Section 3.7. – Installation of at large Board Members. Installation of at large Board Members shall be made during the February meeting of this Organization.

Section 3.8. – Officer Progression. The President-elect shall advance to the office of President upon the President vacating the position. Officers must be in good standing for progression to occur.

Section 3.9. – Executive Director. There may be an Executive Director who shall also serve at the pleasure of the President and/or the Board of Directors. The President will hold, or cause to be held, a recruitment process for the Executive Director position if a simple majority of the Board of Directors determines the need for the position to be filled. Conversely, the removal of an Executive Director requires a recommendation to do so by the President with ratification by a simple majority of the Board of Directors. The Executive Director shall be bonded at the expense of SCFCA and in an amount determined by the Board of Directors. The duties of the Executive Director shall include the following:

1. Holding and tracking the understanding and status of the obligations prescribed in Measure H that must be fulfilled to receive funding;
2. Oversee and continuously evaluate the Measure H processes and systems;
3. Serve as a Measure H resource for all recipient agencies and organizations;
4. Serve as secretary for the Board of Directors and Organization;
5. In partnership with the Treasurer and any financial consultant(s), manage financial stability, investments, banking and record keeping; and
6. Other responsibilities outlined in the Executive Director duties description or contract scope of work and/or as agreed upon between the SCFCA President and Consultant.

Section 3.10 – Removal of Board Members. Any Board Member may be removed from office for the following reasons:

1. Conviction of a felony;
2. Malfeasance in office;
3. Three (3) consecutive unexcused regular meeting absences or four (4) unexcused absences during any one (1) calendar year;
4. Conduct inconsistent with the best interest of SCFCA;
5. Conflict of interest arising from employment or personal actions; or

6. Ceasing to be employed in the County of Sonoma.
7. No longer a member as identified in Article 2, Section 2.1(above).

Provided, however, that such removal shall not be effective unless and until the evidence has been reviewed and a determination made by the Board of Directors. The Board of Directors shall convene within sixty (60) days of being notified of any charges made upon a Board Member to deliberate the issue, declare its findings, and take necessary action.

1. A simple majority vote of the Board of Directors, upon recommendation by the President, shall be considered sufficient to remove appointed Board Members from office.

Section 3.11. – Board Member Vacancies. Vacancies in at large Board Member positions shall be filled for the remainder of the unexpired term by a majority vote of the membership.

ARTICLE IV DUTIES OF THE OFFICERS

Section 4.1. – Duties of the President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. He/she will perform all duties incidental to his/her office and other duties as provided in these Bylaws or as prescribed by the Board of Directors.

The President shall:

1. Be the official representative for SCFCA;
2. Serve as the chairperson of the Board of Directors;
3. Preside at meetings of SCFCA and at meetings of the Board of Directors;
4. Appoint all committees, including those not provided for in the Bylaws;
5. Perform such other duties as may be required of the office by action of the members or by policy direction of the Board of Directors.

Section 4.2. – Duties of the President-elect. The President-elect shall perform all duties and exercise all powers of the President in his/her absence. The President-elect shall perform other such duties as prescribed by the Board of Directors including supervision of the Sonoma County

Fire Chiefs Survivors Fund. In the event the office of the President is vacant for any cause, the President-elect shall automatically become the president, and complete the un-expired term as President.

The President-elect shall:

1. In the absence or inability of the President to perform all the duties of the office be directed to assume the duties of the President;
2. Assist the President in conducting the business and policies of SCFCA including coordination of committee activities;
3. Perform such other duties as may be required of the office by action of the members or by policy direction of the Board of Directors.

Section 4.3. – Duties of the Treasurer. It shall be the duty of the Treasurer to receive all dues, donations, and other moneys of the corporation and its sub-groups, and be his/her duty to sign all disbursements when authorized by the Board of Directors and report all fund balances in a report at the monthly meeting of the general membership. The Treasurer shall mail a notice of dues to all members no later than February 1, of each year, and furnish to the President a list of delinquent members of record at the May meeting. This roster shall be issued to the membership with the minutes of the May meeting of the Organization.

The Treasurer shall:

1. In conjunction with the Executive Director, or other designated Board members, provide oversight for the receipt and disbursement of all funds of SCFCA;
2. Shall assure that all funds of SCFCA are deposited in financial institutions approved by the Board of Directors;

Section 4.4. – The Right to Hold Office. Only Measure H recipient governmental fire agency Fire Chiefs that are regular members shall be eligible to hold any office in this Organization with the exception of the appointed Treasurer position.

Section 4.5 – Term. The term for the President position is two years with the option to extend another two years. Similarly, if the President opts to serve a four-year term, the President-elect may also serve a four-year term.

Section 4.5. – Vacancies. Vacancies in elective offices shall be filled for the remainder of the unexpired term by a majority vote of the membership.

Section 4.6 – Compensation. Officers of the corporation shall serve without compensation, with the treasurer being an exception.

**ARTICLE V.
DUTIES OF BOARD MEMBERS**

Section 5.1 – The duties of the Board of Directors:

1. May appoint an Executive Director who shall also serve as the secretary of SCFCA at the direction of the President and the Board of Directors, and who shall be subject to removal from employment, at any time, by a simple majority vote of the Board of Directors unless otherwise provided for in a contractor agreement;
2. Have general charge of the affairs of SCFCA;
3. Review the work of SCFCA and develop policy for the operation of SCFCA;
4. Approve, adopt, change, or amend all SCFCA budgets;
5. Review and adjust all fees and charges as necessary;
6. Administration of Measure Countywide H Expenditures as described in Article 10;
7. Shall also serve as trustees of the Survivor’s Endowment Fund;
8. Revoke a membership, censure, or enact other discipline against a member if a determination of misconduct is found by a majority of the Board of Directors;
9. Approve, in the case of an emergency, the expenditure of sufficient funds to meet the emergency; and
10. To alter, amend or revise the Bylaws or Articles of Incorporation.

**ARTICLE VI
MEETINGS**

Section 6.1. – Regular Membership Meetings. Regular meetings shall occur regularly on the second Wednesday of each month at a time determined by the Board of Directors. The meeting

day may be changed with the concurrence of a majority of the Board of Directors in conjunction with proper notice given to the membership.

Section 6.2. – Board of Directors Meetings. Board of Directors Meetings shall occur regularly on a date and time established by the Board of Directors.

Section 6.3. – Special Meetings. Special meetings may be called by the President of the corporation or by a vote of the members holding not less than twenty-five percent (25%) of the voting power of the corporation.

Section 6.4. – Annual Meeting. The December meeting of the corporation shall be the Annual Meeting. In addition to regular business, the election of officers, selection of the location of the next twelve meetings and the annual report of the SCFCA Survivors Fund shall occur.

Section 6.5. – Meeting Agenda. The meeting agendas shall be delivered to each member electronically no later than the Friday preceding the monthly membership meeting.

Section 6.6.- Meeting Quorum. No business of this organization shall be conducted at any regular meeting unless there are seven (7) regular members present. At least three (3) members of the Board of Directors shall be present at any regular meeting of the Organization.

Section 6.7. – Order of Business. The first order of business after the call to order shall be the Pledge of Allegiance to the Flag of the United States of America.

Section 6.8. – Right to Vote. The right to vote, submit motions, second motions, or offer resolutions shall be confined to those persons holding regular membership. Each regular membership agency has one vote to be submitted by the agency Fire Chief. If necessary, the Fire Chief may assign a proxy or provide an absentee vote in writing prior to the membership meeting during which a motion will be taken. If the vote is cast in writing, it should be sent to the President and Executive Director.

Section 6.8.a. – Only members of the Measure H regular membership subgroup can vote on Measure H related items.

Section 6.9. – Subjects for Consideration. Regular, retired, associate, and honorary members may submit subjects for consideration to the membership or through the Board of Directors. All such members are expected to assist this Organization in whatever way possible in order to better our actions and make this association more responsive.

ARTICLE VII.

SUBGROUPS AND COMMITTEES

Section 7.1. – Subgroups. Subgroups of the Association may be organized for the purpose of providing for the specific needs of the membership and to serve the needs of the Sonoma County Fire Service such as, but not limited to; Fire Prevention/Investigations and Operations/Training. Each subgroup may establish their own guidelines and rules as necessary for efficient operation. In the event a conflict should arise between this association and the subgroup, the Bylaws of the Chief's Association shall prevail.

Section 7.2. – Committees. Committees shall be appointed by the president. All committee appointments shall be reviewed and updated when the new President takes office. The President may at his/her discretion remove any committee member. The President may designate the Chairperson of all committees. If not selected by the President, the committee shall elect a Chairperson at its first meeting.

Section 7.3. – Nominating Committee. Each November, the President shall appoint a Nomination committee to provide a slate of officers for election at the December meeting. The committee shall consist of two past Presidents of the Association.

Section 7.4. – Audit Committee. The President shall appoint an Audit Committee to review the financial records and transactions of the corporation including the Survivor's fund and Measure H funds. The Treasurer and the Executive Director shall serve on the Audit Committee with other appointed members per Section 7.7.

Section 7.5. – Fire Services Working Group. The appointments shall be reviewed and updated when the new President takes office. This group is responsible for addressing countywide fire and emergency services, including Measure H. The group is also responsible for maintaining

relationships with the County of Sonoma, including but not limited to the Fire Ad Hoc, County Executive's Office, Public Infrastructure, and Auditor-Controller-Treasurer-Tax Collector ("ACTTC").

Section 7.6. – Other Committees. The President may form other permanent and Ad-Hoc committees as the need arises. These committees shall be reviewed on a regular basis and may be extended or discontinued as determined by the President.

Section 7.7. – Membership of Committees. Committees shall be composed of three (3) or more members as the appointing President may desire.

Section 7.8. – Notification and Report. The President shall be advised of any committee meeting held during the previous month and a full report shall be given to the membership.

Section 7.9. – Records. Each committee shall select a secretary who shall keep a record of all the committee proceedings. The Chairperson shall forward all the committee minutes to the President and Executive Director for potential inclusion in the monthly membership meeting minutes. The agendas and minutes shall be posted to the Association's website.

ARTICLE VIII FUNDS

Section 8.1. – Soliciting for Funds. No members of the Organization shall solicit funds for the Organization.

Section 8.2. – Funds from Donors. Funds may be accepted from donors for the purpose of conducting tests, research projects, or other work within the meaning and intent of the objectives of the Organization. Funds may also be put towards the Sonoma County Survivor's Benefits Fund. It is expressly implied that no benefit shall be derived by donors, and no obligation is incurred by the Organization in accepting funds for any purpose whatsoever.

Section 8.3. – Measure H Funds. In general, funds shall be derived from dues, donations, and other planned activities approved by the membership. Measure H Countywide Expenditure Funds shall be received and administered as described in Article 8 of these Bylaws.

Section 8.4. – Funds from Dues. Dues shall be payable to the Treasurer upon receipt of a dues notice and shall be considered delinquent if not received by the May meeting. Members found to be delinquent shall no longer be entitled to the privileges of the Organization. The Board of Directors is authorized to set dues and/or assessments and receive donations as necessary to maintain the solvency of the Organization and survivor’s benefits.

Section 8.5. – Specific Funds. The Board of Directors shall establish specific funds for the purpose of conducting the corporation’s business. Funds shall be received into and disbursed from the various funds as determined by the subgroups controlling a specific fund. The Board of Directors shall have ultimate control of all funds of the corporation. Designated funds shall not be encumbered unless specifically noted by the Board of Directors or these Bylaws.

Section 8.6. – Sonoma County Survivor’s Benefits Fund. The Board of Directors shall establish a specific fund for the management of the Sonoma County Survivor’s Benefits Fund. All monies in this fund shall be encumbered for the purpose of providing survivor’s benefits as described in Article 9 of these Bylaws. In the event of dissolution of this corporation, any remaining monies in the fund shall be donated to a non-profit organization as determined by a two-thirds (2/3) vote of those members present at a scheduled meeting of the Organization.

Section 8.7. – Measure H Countywide Expenditures Fund. The Board of Directors shall establish a specific fund for the management, accounting, oversight, and distribution of Measure H Countywide Expenditures. All monies in this fund shall be encumbered for the purpose of providing County Expenditures as described in Article 10 of these Bylaws. In the event of dissolution of this corporation, any remaining monies in the fund shall be returned to the Measure H Oversight Committee.

ARTICLE IX

AWARDING OF SURVIVORS FUNDS BENEFITS

Section 9.1. Upon unanimous vote of the Board of Directors, a benefit of up to TEN-THOUSAND DOLLARS, (\$10,000.00) or 5% of the value of the Survivors Endowment Fund (whichever is less) in cases where a member’s passing is “in the line of duty” with their agency

may be paid to the individuals immediate family. In the event of the expiration of more than one member for a given incident, the provisions of 7.5 shall also be followed. In the event of a conflict between these two provisions, 7.5 shall prevail.

Section 9.2. Upon unanimous vote of the Board of Directors, a benefit of FIVE-THOUSAND DOLLARS (\$5,000.00) or 2% of the value of the Survivors Endowment Fund (which-ever is less) in cases where a member's passing is the result of non-line-of-duty-death or related accidental causes, may be paid to the individuals immediate family. In the event of the expiration of more than one member for a given incident, the provisions of 7.5 shall also be followed. In the event of a conflict between these two provisions, 7.5 shall prevail.

Section 9.3. Upon unanimous vote of the Board of Directors, a benefit of up to ONE-THOUSAND DOLLARS (\$1,000.00) or 1% of the value of the Survivors Endowment Fund (which-ever is less) to provide support or sympathy to any past or present members of a fire, law enforcement, EMS, dispatch agency or related association may be given to the individual, or the individuals immediate family, or in the care of their agency for situations deemed appropriate by the Trustees.

Section 9.4. Should benefits be payable to beneficiaries bereaved by unrelated incidents, the benefits shall be resolved separately based on the date and time of the incident.

Section 9.5. Should benefits be payable to beneficiaries arising from the expiration of more than one participant due to the same incident, each participant shall participate equally without depleting the fund in excess of 60% of the Survivors Trust Fund available for benefits.

Section 9.6. A request for benefits may be submitted to any Officer of the SCFCA who shall communicate, validate and act upon the request within 48 hours of its receipt.

Section 9.7. In the event that the Board of Directors are not able to provide a unanimous vote for the approval of a request, the requestor shall be notified within 48 hours of the request. The request shall then be placed on the agenda of the next regularly scheduled meeting of the SCFCA for a vote. At that meeting, the Director(s) dissenting the request shall provide a written statement for their reason of their dissent to be read to the general membership before the vote.

If upon the vote, a majority of the members present approves the request, the Treasurer shall disburse the benefits within five (5) days after the approval is granted.

Section 9.8. Nothing in this policy shall be interpreted to take into consideration other benefits to which the beneficiaries may be entitled from any source other than the SCFCA.

ARTICLE X.

ADMINISTRATION OF MEASURE H COUNTYWIDE EXPENDITURES

Section 10.1. In part because of the leadership of SCFCA, together with fire agencies and community partners, Sonoma County Measure H, “The Improved and Enhanced Local Fire Protection, Paramedic Services and Disaster Response Transactions and Use Tax Ordinance”, was passed by the voters on March 5, 2024, which added Article VIII to Chapter 12 of the Sonoma County Code, sections 12-60 through 12-69. The Expenditure Plan in section 12-66 is a specific, legally binding, and enforceable limitation on how the proceeds of the Ordinance may be spent.

Section 10.2. The Board of Directors, staff, and consultants shall develop specific administrative, fiscal, oversight, and distribution procedures and agreements for Measure H Countywide Expenditures pursuant to authority provided in Sonoma County Code section 12-66(C)6.

Section 10.3. The Board of Directors shall develop specific procedures for appointment of three Measure H Oversight Committee members, one of whom will be selected from a list of names nominated from the general public, pursuant to Sonoma County Code section 12-67(A)3.

Section 10.4. The Board of Directors shall coordinate with the Oversight Committee, Board of Supervisors, County Administrator staff, and County Auditor staff to develop expenditure, reporting, oversight, and compliance procedures pursuant to Sonoma County Code sections 12-66, 12-67, and 12-68.

**ARTICLE XI
RULES OF ORDER**

Section 11.1. – Governing Rules. The most current edition of Robert’s Rules of Order shall govern the conduct of this Organization, except when they are found to be inconsistent with these Bylaws.

**ARTICLE XII
AMENDMENTS**

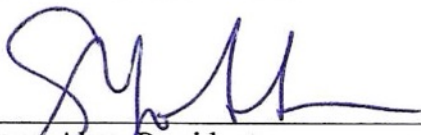
Section 12.1. These Bylaws may be amended or repealed, and new Bylaws adopted upon recommendation of the Board of Directors with the approval of a majority of the membership present at any regular meeting.

KNOW BY ALL MEMBERS BY THESE PRESENTS:

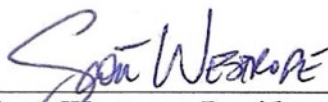
We, the undersigned being all the persons appointed in the Articles of Incorporation to act as the Directors of the SCFCA Incorporated, hereby assent to the foregoing Bylaws and adopt the same as the Bylaws of said Corporation.

IN WITNESS WHEREUNTO, this date November 13th, 2024.

BOARD OF DIRECTORS



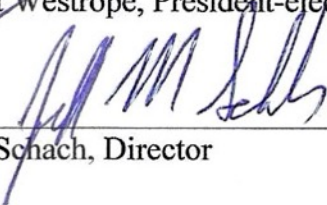
Steve Akre, President



Scott Westrope, President-elect



Ron Busch, Director



Jeff Schach, Director



Jeff Veliquette, Director