

# BYLAWS OF SHIELD TRAINING CENTER

## ARTICLE I

### Objects and Purposes

SHIELD Training Center is a nonprofit corporation. The mission of SHIELD Training Center is to provide effective and sustainable public safety training for responders serving Shasta-Tehama-Trinity counties, as well as any additional individuals or entities that wish to attend trainings.

## ARTICLE II

### Membership

SECTION 1. Members. Membership in SHIELD Training Center shall consist of the representatives from the Anderson Police Department, CAL FIRE Northern Region Training, Shasta County Fire, California Highway Patrol – Northern Division, California Department of Fish & Wildlife, Fire Chiefs Association of Shasta County, Redding Fire Department, Redding Police Department, Shasta- Tehama- Trinity Joint Community College (DISTRICT), Shasta County District Attorney’s Office, Shasta County Marshal’s Office, Shasta County Probation Office, Shasta County Sheriff’s Office, Tehama County Fire Department, Trinity County Fire, Red Bluff Police Department and SHASCOM.

SECTION 2. Addition of New Members. Additional members may be added by a two-thirds ( $\frac{2}{3}$ ) vote of the members.

SECTION 3. Dues. Membership dues are to be paid by July 31<sup>st</sup> of each year by any member, current or future, of this corporation. The Board of Directors may at any time adjust this amount and deadline for dues by a two-thirds ( $\frac{2}{3}$ ) vote. Payments made 90 - 120 days late will result in a 2% late fee, payments made 120 - 150 days late will result in a 3% late fee and payments made between 150 – 180 days late will result in a 5% late fee. Failure to pay dues within 180 days of the due date will result in a revoked membership for that year.

## ARTICLE III

### Board of Directors

SECTION 1. Powers. Subject to any limitation of the JUA Agreement, these Bylaws, and of the laws of the State of California, all powers of this Corporation shall be exercised by or under authority of and its affairs conducted and managed by its Board of Directors. The primary function of the Board of Directors shall be to establish corporate policies for the direction and guidance of the officers, committee members, and employees of this Corporation.

SECTION 2. Selection of the Board.

1. The Board of Directors shall consist of representatives from each agency which has membership. Representatives shall be elected by that committee's membership to represent all parties represented by their respective agencies. Only the designated representative (or the designated alternate in his/her absence) may cast votes at a meeting. The designated alternate must be established in advance by the designated representative and may attend any open or closed session of the determined meeting. The designated representative or designated alternate may invite members of their agency's staff or consultants to attend meetings of the Board of Directors in an advisory capacity.
2. The Board has the discretion to appoint a person or entity as a "Community Member" and to delegate responsibilities and authorities to said Community Members. Community Members may be included in any meeting of the Board, and may be considered an honorary member of the Board. Community Members will not have voting rights.

SECTION 3. Place of Meetings. All meetings of the directors shall be held within Shasta County at any place as may be designated for the purpose by the Board of Directions.

SECTION 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at a minimum of six (6) times per year. Notice of the meeting shall be sent by electronic transmission to directors confirming the date, time, and place at least 15 days prior to the meeting.

SECTION 5. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chair of the Board or, if he or she is absent or unable or refuses to act, by any Vice Chair of the Board, or by four members of the Board of Directors.

SECTION 6. Notice of Special Meetings. A notice of special meeting of the Board of Directors shall be electronically transmitted and shall specify the place, the day, and the hour of the meeting and the nature of the business to be transacted. Such meetings can be held in person, virtually or telephonically. Such notice shall be sent to each member of the Board of Directors in not less than one day, or twenty-four (24) hours by personal delivery, email or telephone call prior to such meeting.

SECTION 7. Consent to Meetings. The transaction of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each of the directors entitled to vote, not present in person, signs a written waiver of notice and consents to the action taken. Such consents shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 8. Quorum. At all meetings of the Board of Directors, two-thirds ( $\frac{2}{3}$ ) of the number of then incumbent directors shall be necessary and sufficient to constitute a quorum for the transaction of business, but in no event shall a quorum be less than one-third ( $\frac{1}{3}$ ) of the directors set forth in these bylaws. Unless otherwise provided in these bylaws or as required by California law, a majority vote of those directors present at a meeting at which a quorum is achieved shall be required for any action.

SECTION 9. Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such actions. Such action by written consent shall have the same force and effect as unanimous vote of such directors. Such written consent or consents shall be filed with the minutes of the directors then in office.

SECTION 10. Removal of Directors. A director or directors may be removed from office, with or without cause, by the membership of the agency which they represent or by a majority of the directors then in office.

SECTION 11. Other Committees. The Board of Directors may establish standing or special committees and shall appoint the chairperson thereof. Members of committees shall be appointed by the Chair of the Board, with the concurrence of the Board. A special committee shall limit its activities to the accomplishment of the task for which it is specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such special committee shall stand discharged.

SECTION 12. Fees and Compensation. Directors shall not receive any compensation for their services; however, they may be reimbursed for expenses actually and reasonably incurred in connection with the performance of their duties as directors if the same be authorized by vote of the Executive Committee.

SECTION 13. Duality or Possible Conflict of Interest. No director shall vote upon or otherwise use his or her personal influence to affect the outcome of Board action with respect to any matter as to which such director has any duality or possible conflict of interest. Directors of this Corporation shall handle matters relating to duality or possible conflicts of interest in a manner that will satisfy the highest legal and ethical standards.

## ARTICLE IV

### Officers and Employees

SECTION 1. Officers. The Board shall elect a Chair of the Board, a Vice Chair of the Board, a Treasurer and a Deputy Treasurer from among the member representatives who shall each serve a two year term. The Board may make these terms staggered so that they do not expire at the same time.

SECTION 2. Election of Officers. The officers of this Corporation shall be chosen by the Board of Directors before July 1<sup>st</sup> of each year. Each officer shall hold office until his or her successor shall be elected and takes office.

SECTION 3. Subordinate Officers. The Board of directors may elect or authorize the appointment of such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board of Directors may from time to time authorize or determine.

SECTION 4. Chair of the Board. The Chair of the Board shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by the Bylaws. The Chair of the Board shall serve as Chief Executive Officer of this Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of this Corporation.

SECTION 5. Vice Chairs of the Board. In the absence or disability of the Chair of the Board, the Vice Chairs of the Board shall jointly perform all duties of the Chair of the Board until one of them is designated by the Board of Directors to act permanently in the Chair's stead. When so acting, they shall have all the powers of, and be subject to, all the restriction upon the Chair of the Board. The Vice Chairs of the Board shall have such other powers and perform other duties as from time to time may be prescribed for the Vice Chairs by the Board of Directors or by the Bylaws.

SECTION 6. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of accounts shall at all times be open to inspection by any director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of this Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of this Corporation as shall be ordered by the Board of Directors, shall render to the Chairman and the directors whenever they shall request it, an account of all his or her transactions as Treasurer and the financial condition of this Corporation, shall take proper voucher for all disbursements of the funds of this Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors and these Bylaws.

SECTION 7. Deputy Treasurer. The Deputy Treasurer shall shadow and be available to assist with the duties and obligations as needed by the Treasurer and the Board. The intent for this position would be to transition to the Treasurer roll upon the completion of the Treasurers term, if possible.

SECTION 8. Secretary. The secretary shall keep or cause to be kept a book of minutes at the principal office, or at such other place as the Board of Directors may order, of all meetings of the directors with the time and place of holding, whether regular or special, how authorized, the notice thereof given, the names of those present at directors meetings, and the proceedings thereof.

SECTION 9. Other Employees. The Board shall employ other persons to fill position for administrative, operational, and instructional staff on a full time, part time, or such other basis as the Board determines, upon recommendation of the Chair of the Board.

## ARTICLE V

### General Provisions

SECTION 1. Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to this Corporation and any and all securities owned or held by this Corporation requiring signature for the transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

SECTION 2. Execution of Contracts. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

SECTION 3. Fiscal Year. The fiscal year of this Corporation shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup>. (As recommended by accountant)

SECTION 4. Dissolution of Organization: Upon the dissolution of this SHIELD Training Center, assets shall be distributed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE VI

### Indemnification

SECTION 1. General. To the full extent permitted by law and in the manner prescribed by law, this Corporation may indemnify any person who was or is a party or is threatened to be made a party to, or is otherwise involved in any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is, or was, a director, officer, employee, or agent of this Corporation, or is, or was, serving at the request of this corporation, domestic or foreign, nonprofit, partnership, joint venture, trust or other enterprise. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable laws, the Articles of Incorporation, any insurance purchased by this Corporation, any agreement or otherwise, and may continue as to a person who has ceased to be a director, officer, employee or agent and may inure to the benefit of the estate, executors, administrators, heirs, legatees or devisees of such a person.

SECTION 2. Payment in Advance of Disposition. This Corporation may pay expenses, including attorneys' fees incurred in defending any action, suit or proceeding referred to in this Article in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case as permitted by law.

SECTION 3. Insurance. This Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation, or is or was

serving at the request of this Corporation as a director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not this Corporation would be required to would have the power to indemnify against such liability under this Article or otherwise.

## ARTICLE VII

### Annual Report

The annual report to directors referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports of the Corporation as they consider appropriate. However, the Corporation shall provide to the directors, within one-hundred and twenty (120) days of the close of its fiscal year, a report containing the following information in reasonable detail:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The revenue or receipts of the Corporation, for both general and restricted purposes, during the fiscal year;
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
5. Any information required by any provision of the California Corporations Code.

## ARTICLE VIII

### Amendment

These Bylaws and any part thereof may be amended and repealed and new Bylaws may be adopted only by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors.