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BY LAWS FOR  
HUNTINGTON LAKE VOLUNTEER FIRE DEPARTMENT

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ARTICLE I

NAME

The name of this Corporation is Huntington Lake Volunteer Fire Department.

ARTICLE II

PURPOSE

This Corporation is a nonprofit mutual benefit Corporation. The purpose of the Corporation is to promote the social welfare of Huntington Lake basin, including the community of Lakeshore, California and surrounding areas, by providing fire fighting, rescue and related activities. Notwithstanding any other provision of these By Laws, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. No Director shall receive a distribution of any asset of this Corporation upon dissolution.

ARTICLE III

MEMBERS.

The Corporation shall have no members. All powers and responsibilities which would otherwise reside in members shall be vested in the Board of Directors.

ARTICLE IV

OFFICES

Section 1.     Principal Executive Office. The principal executive office of the Corporation is hereby fixed and located at the firehouse located at the corner of Huntington Lake Road and Huntington Vista Lane in Lakeshore, California.

Section 2.     Other offices. The Board may at any time establish branch or subordinate office at any place or places where the Corporation is qualified to conduct its activities.

## ARTICLE V

### DIRECTORS

#### Section 1. Powers.

(a)     General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and these bylaws, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.

(b)     Specific Powers. Without prejudice to the general powers set forth in the immediately preceding Section, but subject to the same limitations, the Directors shall have the power to:

(1)     Appoint and remove at the pleasure of the Board all the Corporation's Officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix

their compensation and require from them security for faithful performance of their duties.

(2) Change the principal office of the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.

(3) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provision of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.

(4) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Number of Directors.

The number of Directors shall be seven (7). The initial Directors shall be appointed by the incorporator. Subsequent Directors, until changed by an amendment to these bylaws, shall be as follows:

(1) Community representatives. Five (5) Directors will be selected from the dwelling units and businesses served by the Corporation.

(2) Fire Chief. The selected fire chief will serve as a voting member of the Board.

(3) Firefighter Representative. The active firefighters will select one of their own to serve as a voting member on the Board.

Section 4. Vacancies on the Board

(a) Events causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director, (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or, if the Corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under Section 7238 of the California Corporations Code; (c) removal by a vote of a majority of the other Directors for cause; (d) the increase of the authorized number of Directors; or (e) the failure of a party specified in Action 2 immediately above a replacement Director upon the death, resignation, removal or the expiration of the term of the Director appointed by such party. A Director may be removed by a majority vote of the Directors upon such Director's failure to attend three (3) successive Board meetings which were properly noticed.

Resignations. Except as provided below, any Director may resign by giving written notice to the Board. The Resignation shall be effective when the notice is given unless it specified a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the remaining Directors may designate a successor to take office when the resignation becomes effective.

(a) Filling Vacancies. Vacancies on the Board may be filled by a majority vote of the remaining Directors.

(b) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5. Directors' Meetings.

(a) Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

(b) Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

(c) Annual Meeting. The board shall hold its annual meeting on the second Saturday of October at 11:00 a.m. for purposes of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required unless it is to be held at another time, date or location.

(d) Other Regular Meetings. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

(e) Special Meetings.

(1) Authority to call. Special meetings of the Board for any purpose may be called at any time by a majority of the Directors.

(2) Notice.

(i) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate the notice promptly to the Director; or (d) by electronic mail (e-mail) using notification of receipt to the sender. All such notices shall be given or sent to the Director's address, e-mail address, or telephone number as shown on the records of the Corporation.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail shall be delivered, telephoned, or transmitted via Internet at least 48 hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

(f) Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken

or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to any more stringent provision of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transaction between the Corporation and one or more Directors or between the Corporation and any entity in which a Director has a material financial interest, (b) creation of an appointment to committees of the Board, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(g) Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(h) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(i) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of the adjournment to another time and place shall be give, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 6. Action without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 7. Compensation and Reimbursement. Directors shall receive no compensation for serving on the Board; provide, however, that Directors shall be entitled to reimbursement for out-of-pocket expenses incurred for the sole benefit of the Corporation.

Section 8. Committees.

(a) Committees of the Board. The Board by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any



absent member of the meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board except that no committee, regardless of Board resolution, may:

(i) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation law, also requires approval of the members or approval of a majority of all members;

(ii) Fill vacancies on the Board or on any committee that has the authority of the Board;

Fix compensation of the Directors for serving on the Board or any committee;

(iv) Amend or repeal bylaws or adopt new bylaws;

(v) Amend or repeal any Board resolution that is not by its express terms made so amendable or repealable;

(vi) Create any other committees of the Board or appoint the members of committees of the Board;

(vii) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or

(viii) With respect to any assets held in the charitable trust, approve any contract or transaction between the Corporation and one or more of its Directors or between the Corporation and an entity in which one or more of its Directors

have a material financial interest, subject to the special approval provision of Section 7233 (d) (3) of the California Corporations Code.

(b) Meetings and Action of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provision of these bylaws concerning meeting and other Board actions except that the time fro regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee that are consistent wit these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

## ARTICLE VI

### OFFICERS

Section 1. Officers of the Corporation. The officers of the Corporation shall be president, a secretary, and a chief financial officer/treasurer. The Corporation may also have, at the Board's discretion, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 1b of these bylaws. Any number of offices may be held by the same person.

Section 2. Election of Officers. The officers of the Corporation, except those appointed under Section 3 below, shall be chosen annually by the Board and

shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

Section 3. Other Officers. The Board may appoint and may authorize the president, or other officer to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these bylaws or determined by the Board. Such officer shall serve at the pleasure of the Board.

Section 4. Removal of Officers. Without prejudice to any rights of any officer under any contract of employment, any officer may be removed with or without cause by the Board, and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. Responsibilities of Officers.

(a) President. Subject to the control of the Board, the president shall be the general manager of the Corporation, and shall supervise direct and control the Corporation's activities, affairs, and officers. The president shall preside in the absence of the Chairman of the Board, or if there is none, at all Board Meetings. The president shall have such powers and duties as the Board may prescribe.

(b) Vice Presidents. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a vice president designated by the Board shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(c) Secretary.

(1) Book of minutes. The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings, if any. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular or special and, if special, how authorized, the notice given, the names of those present at board and committee meetings, and the number of members present or represented at

members' meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, amended to date.

(2) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe. If the Corporation has a seal, the secretary shall take the constitutional oath of office as required by California Health and Safety Code Section 14837.

(3) Exemption Certificates. The officers and members of the Corporation, and exempt firefighters, shall be entitled to exemption from (a) payment of poll tax, road tax, and head tax of every description and (b) military duty, except in the case of war, invasions or insurrection, all as provide in California Health and Safety Code Section 14855 or any successor statue. Every firefighter who has served five (5) years for the Corporation or any predecessor, including without limitation, Big Creek Volunteer Fire Department, shall be issued an exemption certificate of that fact signed by the chief of the fire company established by the corporation, and counter-signed by the secretary and bearing the corporate seal.

(d) Chief Financial Officer.

(1) Books of Account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books

and accounts of the Corporations' properties and transactions. The chief financial officer shall send or caused to be given to the members, if any, and Directors such financial statements and reports as are required by law, by these bylaws, or by the Board to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables.

The chief financial officer 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 the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the president, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(3) Bond. If required by the Board, the chief financial officer shall give the Corporation a bond in the amount and with surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

Section 8. Dues, Fees, and Assessments. The Board may impose and assess such dues, fees and assessments as it determines for the operation of the business

and affairs of the Corporation. Such dues, fees and assessments shall be allocated among the dwelling units and businesses in the Corporation's area of service. The charge for each unit within a dwelling group (permit holder, property owner and business) shall be uniform. However, the per-unit charge assessed against the units in one dwelling group may differ from charges assessed against units in another dwelling group.

Section 9.     Fire Chief.     The Board shall appoint a fire chief, who shall report to the president and who shall become a Director of the Corporation. The fire chief shall perform the duties imposed on him/her by the California Health and Safety Code, including, but not limited to Sections 14841 through 14845 of the California Health and Safety Code and the foremen as described in Section 14830 of the California Health and Safety Code, and by other applicable law.

## ARTICLE VII

### INDEMNIFICATION

Section 1.     Right of Indemnity.   (a) For the purposes of this section, "agent: means any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation: "proceeding" means any threatened, pending or completed action or proceeding, whether civil,

criminal, administrative or investigative; and “expenses” includes without limitation attorney’s fees and any expenses of establishing a right to indemnification under this Section 1.

(b) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of part 2 (commencing with Section 5110 of the California Corporations Code) made applicable pursuant to Section 7238 of such Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that person had reasonable cause to believe that person’s conduct was unlawful.

(c) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or



in the right of the Corporation, or brought under Section 5233 of Part 2 (commencing with section 5110 of the California Corporations Code) made applicable pursuant to section 7238 of such Code, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use under similar circumstances. No indemnification shall be made under this paragraph (c) :

(1) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless such action

concerns assets held in charitable trust and is settled with the approval of the Attorney General.

(d) To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) of this Section 1 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Except as provided in paragraph (d) immediately above, any indemnification under this Section shall be made by the Corporation only if authorized in the specific case, upon a Determination that indemnification of the agent is proper in the circumstances because the agent met the applicable standard of conduct set forth in subdivision (b) or (c), (i) by a majority vote of a quorum consisting of Directors who are not parties to such proceeding, or (ii) by the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

(f) Expense incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

(g) No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the articles, these bylaws, a resolution of Directors, an agreement or others, shall be valid unless consistent with this Section. Nothing contained in this Section shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this Section, except as provide in paragraph (d) or clause (ii) of paragraph (e), in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the articles, these bylaws, an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expense was were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That is would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) The Corporation may purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section.

(j) This Section does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent, as defined in paragraph (a) of this Section of the employer Corporation.

## ARTICLE VIII

### RECORDS AND REPORTS

Section 1.     Maintenance of Corporate Records.     The Corporation shall keep:

- (1) Adequate and correct books and records of account; and
- (2) Written Minutes of the proceeding of its Board, and committees of the Board.

Section 2.     Maintenance and Inspection of Articles and Bylaws.     The Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this State, the original or a copy of the articles of incorporation and bylaws, as amended to date.

Section 3.     Inspection by Directors.     Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report. (a) An annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

(1) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that they are prepared without audit from the books and records of the Corporation.

(2) A statement of the place where the names and address of current Directors are located.

(3) Any information that is required by Section 5 below.

(b) This Section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 5. Annual Statement of Certain Transactions and Indemnifications.

As part of the Annual Report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and furnish to its Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

(a) Any transaction (a) to which the Corporation, its parent, or its subsidiary was a party, (b) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more that \$50,000,

and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

(1) Any Director or officer of the Corporation, its parent or its subsidiary;

(2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary;

The statement shall include a brief description of the transaction, the name of the interested person involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provide that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Article VIII of these bylaws, unless the loan, guaranty, indemnification, or advances is not subject to the provisions of subdivision (a) of Section 7235 (a) of the California Corporations Code.

Section 6. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the

feminine and neuter, the singular includes the plural and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

## ARTICLE IX

### AMENDMENTS

#### Section 1. Amendment by Board.

(a) Membership Rights Limitation. If the corporation has a member or members, the Board may adopt, amend or repeal bylaws without the approval of such member or members, unless the action would:

- (1) Materially and adversely affect members', if any, rights as to voting, dissolution, redemption, or transfer;
- (2) Increase or decrease the number of members authorized in total or for any class;
- (3) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- (4) Authorize a new class of membership.

(b) Changes to Number of Directors. If members are admitted to the Corporation, the Board may not, without the approval of members, specify or change any bylaw provision that would:

- (1) Fix or change the authorized number of Directors;
- (2) Fix or change the minimum or maximum number of Directors; or

(3) Change from a fixed number of Directors to a variable number of Directors or vice versa.

(c) High Vote Requirement. If any provision of these by laws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

(d) Members' Approval Required. Without the approval of the members, if any, the Board may not adopt, amend, or repeal any bylaw that would:

(1) Increase or extend the terms of Directors;

(2) Allow any Director to hold office by designation or selection rather than by election by a member or members;

(3) Increase the quorum for members' meetings;

(4) Repeal, restrict, create, expand, or otherwise change proxy rights;

or

(5) Authorize cumulative voting

Section 2. Amendment by Members. New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members, if any, provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

(1) Materially and adversely affect the rights, privileges, preferences, restrictions, or condition of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;



(2) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;

(3) Increase or decrease the number of memberships authorized for that class;

(4) Increase or decrease the number of memberships authorized for another class;

(5) Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or

(6) Authorize a new class of membership.

Any provisions of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend a Director's term beyond that for which the Director was elected.

Any provision of these bylaws providing for the designation or selection, rather than election, of any Director or Directors may be adopted, amended or repealed only by approval of the members, if any, subject to the consent of the person or persons entitled to designate or select any such Directors.

ARTICLE X

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Huntington Lake Volunteer Fire Department, a California nonprofit mutual benefit Corporation, that the above bylaws, consisting of 25 pages, are the bylaws of the Corporation as adopted by the Board of Directors on October 8, 2005, and that they have not been amended or modified since that date.

Executed on October 11, 2005 at Fresno, California.

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Karen Bare, Secretary