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**CONSTITUTION OF  
CALIFORNIA EMERGENCY SERVICES ASSOCIATION  
A California Nonprofit Public Benefit Corporation**

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**ARTICLE I.**

**NAME AND LOCATION OF OFFICES.**

The name of this corporation is CALIFORNIA EMERGENCY SERVICES ASSOCIATION (hereinafter referred to as “CESA”). CESA is a California nonprofit public benefit corporation (Corporation ID# C1296628) with a principal office at P.O Box 630220, Simi Valley, California 93065. The Board of Directors of CESA (herein referred to as the “Association Board”) is granted full power and authority to change said principal office from one location to another. This Article may be amended from time to time as necessary to state the new location.

**ARTICLE II.**

**PURPOSES.**

CESA is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law exclusively for charitable purposes. A further description of CESA’s primary purpose is as follows: CESA is dedicated to the promotion of mutual support and cooperation among government, private sector, non-governmental organizations and the public in preparing for natural and human caused disasters and public emergencies; to minimize loss of life and property, as a result of these disasters and emergencies; and to coordinate adequate measures for rehabilitation and reconstruction in the aftermath of disasters and public emergencies.

CESA shall promote these purposes by: serving as a clearing house for emergency management best practices, ideas, suggestions and courses of action; evaluating, developing, recommending, and implementing administrative and operational plans, courses of action and procedures; fostering and supporting training programs; evaluating, developing, and recommending public policies and legislation; disseminating information to the government, private sector, non-governmental organizations and the public; and promoting common interests with its subsidiaries, as well as with, associations, clubs, groups, organizations, agencies and governmental bodies.

The mission of CESA is to support and coordinate the efforts of its members concerning Federal, State and local emergency management policies; improve the professional status of its members; and represent the views of the members concerning legislative and technical matters.

August 21, 20121

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47 **ARTICLE III.**  
48

49 **STATED OBJECTIVE OF CESA CONSTITUTION.**  
50

51 The express purpose of this instrument is to form an organization of emergency  
52 management professionals and supporters operating in concert with independent subsidiary  
53 corporations.  
54

55 CESA intends to be the parent organization operating on a statewide level while  
56 overseeing several “local” subsidiary organizations that will be independently incorporated  
57 (hereinafter collectively referred to as the “Chapters” and individually referred to as “Chapter”)  
58 in order for the Chapters to provided mutual support and common action on a local basis with  
59 regards to geographic region. The intended purpose of creating this legal relationship with  
60 CESA’s Chapters is to assist CESA in better achieving its goals and serve its charitable purpose  
61 by providing more focused attention to defined local regions within the State of California.  
62

63 CESA and the Chapters, serving in a legally binding parent-subsiary relationship, will  
64 represent the emergency management professionals in all levels of government, private sector,  
65 non-governmental organizations and the public that share CESA’s purpose and objectives.  
66

67  
68 **ARTICLE IV.**  
69

70 **CESA TERRITORIAL LIMITS.**  
71

72 The territorial limits of CESA shall be confined to providing its charitable services solely  
73 within the State of California.  
74

75  
76 **ARTICLE V.**  
77

78 **CHAPTERS.**  
79

80 **Section 1. CESA Adoption of Chapters.**  
81

82 The Association Board may from time to time as it deems fit, and in accordance with  
83 Section 2 of this Article, adopt local Chapters as subsidiary corporations to assist in the  
84 furtherance of achieving CESA’s charitable purpose.  
85

86 **Section 2. Requirements of CESA Chapters.**  
87

88 In order for a Chapter of CESA to be recognized and affiliated with CESA such Chapter  
89 must agree with certain requirements. Any deviation or refusal by a Chapter to comply with

90 CESA Chapter requirements will result in the immediate revocation of any affiliation between  
91 CESA and the noncompliant Chapter. In order to be a CESA Chapter an organization must:

92  
93 (a) Contain a provision in their bylaws that requires CESA to be the sole voting member  
94 with regards to election and removal of the Chapter's Board of Directors, dissolution and  
95 amendments to Chapter Bylaws.

96  
97 (b) Adopt bylaws and policies that are not in any way conflicting to CESA's  
98 Constitution nor allow said Chapter independence from CESA control. Each Chapter shall adopt  
99 bylaws and policies that are consistent with the Constitution of CESA as determined by the  
100 Association Board.

101  
102 (c) Contain a provision in the bylaws that all Chapter Board Officers shall comply with  
103 the CESA Constitution.

104  
105 (d) Contain a provision in the bylaws that states the President and, if applicable, the Vice  
106 President agree to serve on the Association Board during their term in office.

107  
108  
109 (e) In the event that one of the Chapter's dissolves all of the assets and any property  
110 contributed to the dissolving Chapter by CESA will be returned to CESA.

111  
112 **Section 3. Chapter Territories.**

113  
114 Each Chapter adopted by the Association Board is a subsidiary corporation of CESA and  
115 will provide services and representation to members residing within its respective geographic  
116 territories. Each Chapter's geographic region will be initially defined by a list of counties and  
117 services areas represented in "Counties and Service Areas" (Attached as "Exhibit A") as are in  
118 effect as of the date the Chapter is adopted by CESA. The boundaries of each Chapter will be  
119 subject to readjustment by resolution of the Association Board.

120  
121 **Section 4. Chapter Dissolution.**

122  
123 In the event a Chapter is dissolved, all funds and property remaining shall revert to  
124 CESA. The Association Board may assign responsibility for providing member services to the  
125 remaining Chapters or take action to reconstitute the Chapter or temporarily administer services  
126 directly.

127  
128  
129 **ARTICLE VI.**

130  
131 **MEMBERS.**

132  
133 **Section 1. Members.**

135 CESA shall have members that participate in the furtherance of its charitable purpose.  
136 Members may be individual persons or an organization approved by the Association Board.  
137

138 **Section 2. CESA Membership Requirements.**  
139

140 An individual or organization may become a member of CESA so long as the member  
141 meets the following requirements. Failure to meet all of the following requirements will result in  
142 termination of membership status:  
143

144 (a) A member must join CESA and be approved by the Association Board in  
145 accordance with this Constitution; and  
146

147 (b) A member shall carry out and promote the policies of CESA in the interests of the  
148 entire membership and shall not engage in any conduct which shall impair or undermine the  
149 charitable purpose and objectives of CESA; and.  
150

151 (c) A member must agree to adhere to CESA's Constitution and to the bylaws of the  
152 Chapter in which the member is assigned by CESA.  
153

154 **Section 3. Classes of Membership.**  
155

156 (a) CLASS DEFINITION. Classes of Membership will be defined as described in the "Board  
157 Policies and Procedures" (attached as "**Exhibit B**").  
158

159 (b) CLASS MODIFICATION. The Association Board may from time to time modify  
160 existing, or establish additional classes, of membership and determine appropriate voting rights.  
161

162 **Section 4. Membership Voting Rights.**  
163

164 (a) INDIVIDUALS. Individual members of CESA shall have one (1) vote for CESA actions  
165 that are not limited to the Association Board within this Constitution.  
166

167 (b) ORGANIZATION. An organization shall have one (1) vote for CESA actions that are not  
168 limited to the Association Board within this Constitution.  
169

170 (c) PROXY. Voting by proxy is not allowed by individual nor organization members.  
171

172 (d) ISSUES. Members will be entitled to vote on such issues as the election of Association  
173 Board Directors at Large for their Chapter, Chapter Board of Directors, amendments to the  
174 CESA Constitution, Chapter Bylaws and such other issues presented to them by a majority vote  
175 of the Association Board or Chapter Board that are deemed to require approval of the members  
176 by a majority vote.  
177

178 (e) BALLOT RULES. The Association Board shall establish Board Policies and Procedures  
179 for voting methods, either manually or through the use of technology, including the use of postal

180 and electronic transmissions, for handling ballots with regards to proposed amendments and for  
181 matters relating to voting with regards to proposed amendments to the CESA Constitution,  
182 elections or other matters presented to the membership for a vote. Copies of such Board Policies  
183 and Procedures will be sent to each voting member together with the ballots for the matter of  
184 which is being voted on accordance with California Corporations Code.

185

#### 186 **Section 5. Meetings of the Members.**

187

188 The members are required to hold an Annual Meeting of the Members and may from  
189 time to time call special meetings as is deemed necessary and in accordance with notice and  
190 procedural requirements stated in the California Corporations Code.

191

192 (a) ANNUAL MEETING. The annual meeting of CESA's members shall be held within the  
193 last four months of the calendar year. The Association Board will be ultimately responsible for  
194 selecting the date of the annual meeting of the members; however the Association Board may  
195 delegate such responsibility to a Chapter Board or Authorized Committee. The Chapter Board or  
196 Authorized Committee in charge of organizing the annual meeting for that year will select a date  
197 on which the annual meeting will be held, subject to the Association Board approval. The annual  
198 meeting of the members may be held at any location within the State of California for the benefit  
199 of members of CESA.

200

201 (b) PROCEEDS FROM THE ANNUAL MEETING. The Association Board shall determine  
202 the distribution of any net proceeds from the annual meeting, or any other CESA sponsored  
203 meetings, trainings or conferences between CESA and the Chapters as described in the  
204 Association Board's "Board Policies and Procedures" (attached as "**Exhibit B**").

205

#### 206 **Section 6. Transfer of Members Regarding Chapter Affiliation.**

207

208 Upon approval of membership to CESA, members will be assigned by CESA to be  
209 affiliated with a Chapter that is closest in proximity to their geographic location, and must adhere  
210 to that Chapter's Bylaws. If an individual or organization membership moves to a different  
211 location within the State of California, then the individual or organization member will be  
212 automatically reassigned to the Chapter, then in existence, that is closest in proximity to their  
213 geographic location.

214

#### 215 **Section 7. Termination of Membership to CESA.**

216

217 (a) Membership in CESA shall terminate upon occurrence of any of the following events:

218

219 (1) Resignation of a member;

220

221 (2) Failure of a member, except an Honorary Member as defined in "Board Policies  
222 and Procedures" ("**Exhibit B**"), or any other Class Member of which has been designated  
223 exempt by the Association Board as exempt, to pay annual dues in the amount required and  
224 within the times set forth by the Association Board;

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(3) Death of a member;

(4) Failure by a member to comply with CESA’s Constitution, a Chapter’s Bylaws, or Article VI, Section 2 of CESA’s Constitution with regards to requirements of membership to CESA as determined by the Association Board;

(b) Membership may be terminated for cause by a proceeding brought before the Association Board by a majority vote of the Association Board. Charges may be brought by any member in good standing or a Chapter Board by filing a statement of charges in writing with the Association Board.

**Section 8. Rights of Inspection.**

Every member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of CESA, for a purpose reasonably related to such person’s interest as a member. The Board shall develop Policies and Procedures for reasonable recuperation of costs associated with requesting association records.

**ARTICLE VII.**

**DIRECTORS.**

**Section 1. Powers.**

Subject to limitations of the Articles of Incorporation and CESA’s Constitution and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of CESA shall be exercised by or under the direction of the Association Board. The Association Board may delegate the management of the day-to-day operation of the activities of CESA to a management company, however composed, or other person or persons, provided that the activities and affairs of CESA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Association Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Association Board shall have the following powers in addition to the other powers enumerated in CESA’s Constitution. All of below listed powers in subsections (a) through (f) are exercised by majority vote of the Association Board.

(a) To select and remove all the Officers, agents and employees of CESA, prescribe such duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with CESA’s Constitution, fix the terms of their offices and their compensation and in the Association Board’s discretion require from them security for faithful service.

(b) To make such disbursements from the funds and properties of CESA as

270 are required to fulfill the purposes of CESA as more fully set out in the Articles of Incorporation  
271 thereof, as well as in Article 2 of this Constitution, and generally to conduct, manage and control  
272 the activities and affairs of CESA and to make such rules and regulations therefore not  
273 inconsistent with law, with the Articles of Incorporation or with CESA's Constitution, as they  
274 may deem best.

275  
276 (c) To adopt, make and use a corporate seal and to alter the form of such seal  
277 from time to time as they may deem best.

278  
279 (d) To borrow money and incur indebtedness for the purposes of CESA and to  
280 cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds,  
281 debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and  
282 securities therefore.

283  
284 (e) To, when in the interest of CESA, suspend contributions to any of the  
285 Chapters until such time as the Association Board deems that the issue necessitating the  
286 suspension is resolved. -

287  
288 (f) It shall be the duty of the Association Board to develop the Constitution,  
289 bylaws, policies and procedures, and carryout the business of CESA which will advance and  
290 protect the purposes of this Constitution and CESA.

291  
292 **Section 2. Number of Directors.**

293  
294 The number of Directors of CESA shall not be less than three (3) nor more than sixteen  
295 (16), with the exact number of directors to be fixed, within the limits specified, by approval of  
296 Association Board.

297  
298 **Section 3. Selection and Tenure of Office.**

299  
300 (a) TERMS. Each Director elected at large from a Chapter shall serve for a term of two (2)  
301 years. The Chapter President and if applicable Vice President shall serve as long as their term  
302 within the Chapter continues. The term of each Director shall commence upon January 1<sup>st</sup> of the  
303 year following the annual meeting of CESA in the year in which the Director is appointed.  
304 Directors shall remain in office until their successors have been elected and qualified.

305  
306 (b) SELECTION REQUIREMENTS. The Association Board shall consist of the  
307 Association Immediate Past President, and three representatives from each Chapter. Each  
308 Chapter Board will determine whether the Chapter is represented by the President, Vice  
309 President and one "At Large" member; or the President and two "At Large" members. At a  
310 minimum, each Chapter must have their President as the Chapter's Board representative seated  
311 on the Association Board.

312  
313 (c) SPECIAL RULES. Special election rules with regards to the Association Board are also  
314 incorporated by reference from within the CESA "Board Policies and Procedures" (attached as

315 “Exhibit B”).

316

317 **Section 4. Misconduct and Discipline.**

318

319 (a) MISCONDUCT. Members of the Association Board shall not carry out, or engage in,  
320 any conduct and/or activity which impairs or undermines the legitimate, charitable purpose and  
321 objectives of CESA.

322

323 (b) MISCONDUCT REVIEW. When allegations of misconduct are made against any  
324 member of the Association Board, the remaining Association Board members will review the  
325 allegations to determine if, by a majority vote of the Association Board, misconduct has in fact  
326 occurred. Allegations must be made, in writing, to the Association Board.

327

328 (c) DISCIPLINE. Upon determination by the Association Board that misconduct has  
329 occurred, the Board may impose such sanctions, as it deems appropriate, up to and including  
330 removal from office. Decision to discipline Association Board members shall be made by a  
331 majority vote of the remaining Association Board. The general membership must be notified in  
332 writing within thirty (30) days of Association Board decisions with regards to misconduct  
333 involving Association Board members.

334

335 **Section 5. Removal of Director.**

336

337 Any director may be removed without cause upon the approval of the majority vote of the  
338 Association Board. Special recall and removal rules are also incorporated by reference from  
339 within the Association Board “Policies and Procedures” (attached as “Exhibit B”).

340

341 **Section 6. Vacancies.**

342

343 Subject to the provisions of the California Nonprofit Public Benefit Corporation Law,  
344 any Director may resign effective upon giving written notice to the President, or the Secretary of  
345 CESA, unless the notice specifies a later time for the effectiveness of such resignation.

346

347 If the resignation is to take effect at some future time, a successor may be selected before  
348 such time, to take office when the resignation becomes effective.

349

350 Vacancies on the Association Board shall be filled in the same manner as the Director(s)  
351 whose office is vacant provided that vacancies to be filled by election by Directors may be filled  
352 by a majority of the remaining Directors, although less than a quorum, or by a sole remaining  
353 Director. Each Director so elected shall hold office until the expiration of the term of office of  
354 the replaced Director and until a successor has been named and qualified.

355

356 A vacancy or vacancies on the Association Board shall be deemed to exist in case of the  
357 death, resignation or removal of any Director, or if the authorized number of Directors be  
358 increased.

359



360 The Association Board may declare vacant the office of a Director who has been declared  
361 of unsound mind by a final order of court, or convicted of a felony, or been found by a final  
362 order or judgment of any court to have breached any duty arising under the California Nonprofit  
363 Corporation Law.

364  
365 No reduction of the authorized number of Directors shall have the effect of removing any  
366 Director prior to the expiration of that Director's term of office.

367 **Section 7. Place of Meetings.**

368  
369 Notwithstanding anything to the contrary in CESA's Constitution, any meeting (whether  
370 regular, special or adjourned) of the Association Board may be held at any place within the State  
371 of California which has been heretofore designated for that purpose by resolution of the  
372 Association Board or by the written consent of all the members of the Association Board.

373  
374 **Section 8. Annual Meeting.**

375  
376 The annual meeting of CESA's members shall be held within the last four months of the  
377 calendar year, with the exact date and location to be select by the Association Board.

378  
379 **Section 9. Special Meetings.**

380  
381 Special meetings of the Association Board may be called at any time by order of the  
382 President or of any Vice-President or of the Secretary or of two or more of the Directors.

383  
384 **Section 10. Notice of Regular Meetings.**

385  
386 Association Board meetings are intended to occur at least quarterly. Meetings of the  
387 Association Board shall be held upon four (4) days notice by first-class mail or a forty-eight (48)  
388 hour notice given personally or by the means of electronic transmission by and to CESA  
389 communication or by electronic video screen communication. Any such notice shall be  
390 addressed or delivered to each Director or at such Director's address as it is shown upon the  
391 records of CESA or as may have been given to CESA by the Director for such purpose of notice  
392 or, if such address is not shown on such records or is not readily ascertainable, at the place at  
393 which the meetings of the Directors are regularly held.

394  
395 **Section 11. Quorum.**

396  
397 A majority of the authorized number of Directors shall constitute a quorum except when  
398 a vacancy or vacancies prevents such majority, whereupon a majority of the Directors in office  
399 shall constitute a quorum, provided that said majority of the Directors in office shall constitute at  
400 least either one-third of the authorized number of Directors or at least two (2) Directors,  
401 whichever is larger. A majority of the Directors present, whether or not a quorum is present, may  
402 adjourn any Directors' meeting to another time and place. If the meeting is adjourned for more  
403 than twenty-four hours, notice of any adjournment to another time or place shall be given prior to  
404

405 the time of the adjourned meeting to the Directors, if any, who were not present at the time of the  
406 adjournment. Except as the Articles of Incorporation, CESA's Constitution and the California  
407 Nonprofit Corporation Law may provide, any act or decision done or made by a majority of the  
408 Directors present at a meeting duly held at which a quorum is present shall be the act of the  
409 Association Board, provided, however, that any meeting at which a quorum was initially present  
410 may continue to transact business notwithstanding the withdrawal of Directors, if any action  
411 taken shall be approved by at least a majority of the required quorum for such meeting, or such  
412 greater number as is required by the Articles of Incorporation, CESA's Constitution or by law.

413

414 **Section 12. Voting by Proxy Prohibited.**

415

416 Directors may not cast their votes by proxy.

417

418 **Section 13. Participation in Meetings by Electronic Transmission or Electronic Video**  
419 **Screen Communication.**

420

421 Members of the Association Board may participate in a meeting by means of electronic  
422 transmission by and to CESA or by electronic video screen communication, so long as all  
423 members participating in such meeting can hear one another.

424

425 Participation in meeting by electronic transmission or electronic video screen communication is  
426 permitted if in advance of a meeting such participation is approved by a majority of the Association  
427 Board.

428 **Section 14. Waiver of Notice.**

429

430 Notice of a meeting need not be given to any Director who signs a waiver of notice or a  
431 written consent to holding the meeting or an approval of the minutes thereof, whether before or  
432 after the meeting, or to a Director who attends the meeting without protesting before or at its  
433 commencement about the lack of notice. All such waivers, consents and approvals shall be filed  
434 with the corporate records or made a part of the minutes of the meetings.

435

436 **Section 15. Adjournment.**

437

438 A majority of the Directors present, whether or not a quorum is present, may adjourn any  
439 Directors' meeting to another time and place. Notice of the time and place of holding an  
440 adjourned meeting need not be given to absent Directors if the time and place be fixed at the  
441 meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more  
442 than twenty-four (24) hours, notice of any adjournment to another time or place shall be given  
443 prior to the time of the adjourned meeting to the Directors, if any, who were not present at the  
444 time of the adjournment.

445

446 **Section 16. Action Without Meeting.**

447

448 Any action required or permitted to be taken by the Association Board may be taken

449 without a meeting if all members of the Association Board shall individually or collectively  
450 consent in writing to such action. Such consent or consents shall have the same effect as a  
451 unanimous vote of the Association Board and shall be filed with the minutes of the proceedings  
452 of the Association Board.

453  
454 **Section 17. Rights of Inspection.**

455  
456 Every Director shall have the absolute right at any reasonable time to inspect and copy all  
457 books, records and documents of every kind and to inspect the physical properties of CESA, for  
458 a purpose reasonably related to such person's interest as a Director.

459  
460 **Section 18. Committees.**

461  
462 Committees of the Association Board may be appointed by resolution of the Association  
463 Board. Committees shall be composed of two (2) or more members of the Association Board or  
464 one (1) member of the Association Board and one (1) or more members of the Association, and  
465 shall have such powers of the Association Board as may be expressly delegated to it by  
466 resolution of the Association Board, except with respect to:

467  
468 (a) The approval of any action for which the California Nonprofit Corporation  
469 Law also requires members' approval;

470  
471 (b) The filling of vacancies on the Association Board or on any committee;

472  
473 (c) The fixing of compensation of the Directors for serving on the Association  
474 Board or on any committee;

475  
476 (d) The amendment or repeal of bylaws or the adoption of new provisions to  
477 the CESA Constitution;

478  
479 (e) The amendment or repeal of any resolution of the Association Board  
480 which by its express terms is not so amendable or repealable; or

481  
482 (f) The appointment of other committees of the Association Board or the  
483 members thereof.

484  
485 Any such committee may be designated an Executive Committee or by such other name  
486 as the Association Board shall specify. The Association Board shall have the power to prescribe  
487 the manner in which proceedings of any such committee shall be conducted. In the absence of  
488 any such prescription, such committee shall have the power to prescribe the manner in which its  
489 proceedings shall be conducted. Unless the Association Board or such committee shall otherwise  
490 provide, the regular and special meetings and other actions of any such committee shall be  
491 governed by the provisions of this Article applicable to meetings and actions of the Association  
492 Board. Minutes shall be kept of each meeting of each committee. Types of committees,  
493 description of committee duties, rules concerning committee meetings, reports, and structure and

494 membership shall be developed by the Association Board and documented in the Association  
495 “Board Policies and Procedures” (“**Exhibit B**”).

496

497 **Section 19. Fees and Compensation.**

498

499 Directors shall not receive compensation for their services as Directors. Directors may  
500 receive reimbursement for expenses as may be fixed or determined by the Association Board and  
501 may serve the organization in some other capacity for which compensation is paid.

502

503

504 **ARTICLE VIII.**

505

506

507 **OFFICERS.**

508

509 **Section 1. Officers.**

510

511 The Officers of CESA shall be a President, a Secretary and a Treasurer/Chief Financial  
512 Officer. CESA may also have, at the discretion of the Association Board, one or more Vice  
513 Presidents, one or more Assistant Secretaries and such other Officers as may be appointed in  
514 accordance with the provisions of Section 3 of this Article. One person may hold two or more  
515 offices, except that neither the Secretary nor the Treasurer/Chief Financial Officer may serve  
516 concurrently as the President.

517

518 **Section 2. Election.**

519

520 The Officers of CESA, except such Officers as may be appointed in accordance with the  
521 provisions of Section 3 or Section 5 of this Article, shall be chosen by, and shall serve at the  
522 pleasure of, the Association Board, subject to the rights, if any, of an Officer under any contract  
523 of employment. Each Officer shall hold his/her office for one (1) year or until he/she shall resign,  
524 be removed, or become otherwise disqualified to serve, or until his successor shall be elected and  
525 qualified. The Association Board shall develop a rotational process for selecting Officers from  
526 the Chapter Presidents and, if applicable, Vice Presidents or At Large Chapter Directors. This  
527 process will be incorporated and specified in the Association Board “Policies and Procedures”  
528 (“**Exhibit B**”).

529

530 **Section 3. Subordinate Officers.**

531

532 The Association Board may appoint, and may empower the President to appoint, such  
533 other Officers as the business of CESA may require, each of whom shall hold office for such  
534 period, have such authority, and perform such duties as are provided in the CESA Constitution or  
535 as the Association Board may from time to time determine.

536

537 **Section 4. Removal and Resignation.**

538

539 Any officer may be removed without cause upon the approval of the majority vote of the

539 Association Board. Special recall and removal rules are also incorporated by reference from  
540 within the Association Board “Policies and Procedures” (attached as “**Exhibit B**”).  
541

542 Any Officer may resign at any time, without prejudice to the rights, if any, of CESA  
543 under any contract to which the Officer is a party, by giving written notice to the Association  
544 Board, or to the President or to the Secretary of CESA. Any such resignation shall take effect at  
545 the date of the receipt of such notice or at any later time specified therein; and, unless otherwise  
546 specified therein, the acceptance of such resignation shall not be necessary to make it effective.  
547

548 **Section 5. Vacancies.**  
549

550 A vacancy in any office due to death, resignation, removal or any other cause shall be  
551 filled in the manner prescribed in CESA’s Constitution for regular election or appointment to  
552 such office, provided that such vacancies shall be filled as they occur and not on an annual basis.  
553

554 **Section 6. Inability to Act.**  
555

556 In the case of the absence or inability to act of any Officer of CESA and of any person  
557 herein authorized to act in his place, the Association Board may from time to time delegate the  
558 powers or duties of such Officer to any other Officer, or any Director or other person whom the  
559 Board may select.  
560

561 **Section 7. President.**  
562

563 The President is an Officer of CESA. He/She shall, if present, preside at all meetings of  
564 the Association Board, and exercise and perform such other powers and duties as may be from  
565 time to time assigned to him by the Association Board or prescribed by CESA’s Constitution.  
566 The President shall be the Chief Executive Officer of CESA and shall, subject to the control of  
567 the Association Board, have general supervision, direction and control of the activities and  
568 Officers of CESA. He/She shall be an ex officio member of all the standing committees,  
569 including the Executive Committee, if any, and shall have the general powers and duties of  
570 management usually vested in the office of president of CESA, and shall have such other powers  
571 and duties as may be prescribed by the Association Board or CESA’s Constitution. The President  
572 shall authorize expenditures, within budget appropriations approved by the Association Board.  
573 The President shall develop the Association Board meeting agenda.  
574

575 **Section 8. Vice President.**  
576

577 In the absence or disability of the President, the Vice President(s), if any, in order of their  
578 rank as fixed by the Association Board, or if not ranked, the Vice President designated by the  
579 Association Board, shall perform all the duties of the President, and when so acting shall have all  
580 the powers of, and be subject to all the restrictions upon, the President. The Vice President(s)  
581 shall have such other powers and perform such other duties as from time to time may be  
582 prescribed for them respectively by the Association Board or the CESA Constitution.  
583

584 **Section 9. Secretary.**

585

586 The Secretary is an Officer of CESA. The Secretary shall keep, or cause to be kept, at the  
587 principal office or such other place as the Association Board may order, a book of minutes of all  
588 meetings of the Association Board and its committees, with the time and place of holding,  
589 whether regular or special, and if special, how authorized, the notice thereof given, the names of  
590 those present at Association Board and committee meetings, and the proceedings thereof. The  
591 Secretary shall keep, or cause to be kept, at the principal office in the State of California, the  
592 original or a copy of CESA's Articles of Incorporation and CESA's Constitution, as amended to  
593 date.

594

595 The Secretary shall give, or cause to be given, notice of all meetings of the Association  
596 Board and any committees thereof required by CESA's Constitution or by law to be given, shall  
597 keep the seal of CESA in safe custody, and shall have such other powers and perform such other  
598 duties as may be prescribed by the Association Board.

599

600 **Section 10. Treasurer/Chief Financial Officer.**

601

602 The Treasurer is an Officer of CESA. The Treasurer shall be the Chief Financial Officer  
603 of CESA and shall keep and maintain, or cause to be kept and maintained, adequate and correct  
604 accounts of the properties and business transactions of CESA. The books of account shall at all  
605 reasonable times be open to inspection by any Director.

606

607 The Treasurer shall deposit all moneys and other valuables in the name and to the credit  
608 of CESA with such depositories as may be designated by the Association Board. He/She shall  
609 disburse the funds of CESA as may be ordered by the Association Board, shall render to the  
610 President and Directors, whenever they request it, an account of all of his transactions and of the  
611 financial condition of CESA, and shall have such other powers and perform such other duties as  
612 may be prescribed by the Association Board.

613

614 A team comprised of the Treasurer and Treasurer of each Chapter shall review all  
615 financial records of the previous term within six (6) months upon taking office.

616

617 The Treasurer shall notify the Association Board upon the receipt of official notifications  
618 and/or legal documents sent from such agencies as the Internal Revenue Service, the State  
619 Franchise Tax Board and the Secretary of State of California.

620

621 The Treasurer shall be responsible for the filing of state and federal taxes on time for  
622 CESA and quarterly (at a minimum) brief the Association Board on any changes in CESA's tax  
623 status.

624

625 **Section 11. Salaries.**

626

627 The salaries of the Officers shall be fixed from time to time by the Association Board and  
628 no Officer shall be prevented from receiving such salary by reason of the fact that such Officer is

629 also a Director of CESA.

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## ARTICLE IX

633

634

### INDEMNIFICATION OF AGENTS OF CESA.

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#### Section 1. Definitions.

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#### Section 2. Indemnification in Actions by Third Parties.

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#### Section 3. Indemnification in Actions by or in the Right of CESA.

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CESA shall have the power to 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 this corporation or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status 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 CESA, against expenses actually and reasonably incurred by such person in connection with the defense or

674 settlement of such action if such person acted in good faith, in a manner such person believed to  
675 be in the best interests of CESA and with such care, including reasonable inquiry, as an  
676 ordinarily prudent person in a like position would use under similar circumstances. No  
677 indemnification shall be made under this Section 3:

678  
679 (a) In respect of any claim, issue or matter as to which such person shall have  
680 been adjudged to be liable to CESA in the performance of such person's duty to CESA, unless  
681 and only to the extent that the court in which such proceeding is or was pending shall determine  
682 upon application that, in view of all relevant circumstances, such person is fairly and reasonably  
683 entitled to indemnity for the expenses which such court shall determine;

684  
685 (b) Of amounts paid in settling or otherwise disposing of a threatened or  
686 pending action, with or without court approval; or

687  
688 (c) Of expenses incurred in defending a threatened or pending action which is  
689 settled or otherwise disposed of without court approval, unless it is settled with the approval of  
690 the Attorney General.

691

692 **Section 4. Indemnification Against Expenses.**

693

694 To the extent that an agent of CESA has been successful on the merits in defense of any  
695 proceeding referred to in Section 2 or Section 3 of this Article or in defense of any claim, issue  
696 or matter therein, the agent shall be indemnified against expenses actually and reasonably  
697 incurred by the agent in connection therewith.

698

699 **Section 5. Required Indemnification.**

700

701 Except as provided in Section 4 of this Article, any indemnification under this Article  
702 shall be made by CESA only if authorized in the specific case, upon a determination that  
703 indemnification of the agent is proper in the circumstances because the agent has met the  
704 applicable standard of conduct set forth in Section 2 or Section 3, by:

705

706 (a) A majority vote of a quorum consisting of Directors who are not parties to  
707 such proceeding; or

708

709 (b) The court in which such proceeding is or was pending, upon application  
710 made by CESA or the agent or the attorney or other person rendering services in connection with  
711 the defense, whether or not such application by the agent, attorney or other person is opposed by  
712 CESA.

713

714 **Section 6. Advance of Expenses.**

715

716 Expenses incurred in defending any proceeding may be advanced by CESA prior to the  
717 final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent  
718 to repay such amount unless it shall be determined ultimately that the agent is entitled to be



719 indemnified as authorized in this Article.

720

721 **Section 7. Other Indemnification.**

722

723 No provision made by CESA to indemnify its or its subsidiary's Directors or Officers for  
724 the defense of any proceeding, whether contained in the Articles, CESA's Constitution, a  
725 resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this  
726 Article.

727

728 **Section 8. Forms of Indemnification Not Permitted.**

729

730 No indemnification or advance shall be made under this Article except as provided in  
731 Sections 4 or 5(b) in any circumstances where it appears:

732

733 (a) That it would be inconsistent with a provision of the Articles of  
734 Incorporation, CESA's Constitution or an agreement in effect at the time of the accrual of the  
735 alleged cause of action asserted in the proceeding in which the expenses were incurred or other  
736 amounts were paid, which prohibits or otherwise limits indemnification; or

737

738 (b) That it would be inconsistent with any condition expressly imposed by a  
739 court in approving a settlement.

740

741 **Section 9. Insurance.**

742

743 CESA shall have power to purchase and maintain insurance on behalf of any agent of  
744 CESA against any liability asserted against or incurred by the agent in such capacity or arising  
745 out of the agent's status as such whether or not CESA would have the power to indemnify the  
746 agent against such liability under the provisions of this Article; provided, however, that CESA  
747 shall have no power to purchase and maintain such insurance to indemnify any agent of CESA  
748 for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

749

750 **Section 10. Non-applicability to Fiduciaries of Employee Benefit Plans.**

751

752 This Article does not apply to any proceeding against any trustee, investment manager or  
753 other fiduciary of an employee benefit plan in such person's capacity as such, even though such  
754 person may also be an agent of the corporation as defined in Section 1 of this Article. CESA  
755 shall have power to indemnify such trustee, investment manager or other fiduciary to the extent  
756 permitted by subdivision (f) of Section 207.5239 of the California Nonprofit Public Benefit  
757 Corporation Law.

758

759

760

**ARTICLE X.**

761

762

**FINANCES.**

763

764 **Section 1. Deposits.**

765

766 The Treasurer, in the name of CESA, shall deposit all funds of CESA's in a bank covered  
767 by the Federal Deposit Insurance Corporation. Deposits shall be made by check, check card or  
768 other approved electronic means, and signed by the Treasurer, and/or designated officers, as  
769 approved by the Association Board.

770

771 **Section 2. Budget.**

772

773 Each year the Treasurer shall develop a budget. The Association Board shall vote to  
774 accept, or modify and accept, the budget by a majority vote of the Association Board. Such a  
775 vote will approve expenditures within the budgeted limit.

776

777 **Section 3. Expenditures.**

778

779 The Treasurer is authorized to draft funds according to the Association Board approved  
780 budget for authorized expenditures based upon the Association Board "Policies and Procedures"  
781 ("Exhibit B"). Requests for extraordinary expenditures, must receive prior approval by the  
782 Association Board. Funds shall be withdrawn by check, check card or other approved electronic  
783 means, and signed by the Treasurer, and/or designated officers, as approved by the Association  
784 Board.

785

786 **Section 4. Travel Reimbursement.**

787

788 The Association Board shall develop Board Policies and Procedures governing  
789 reimbursement for travel and other expenses incurred by the Association Board members or  
790 others while carrying out CESA business.

791

792 **Section 5. Accountability.**

793

794 A financial statement shall be made available, in writing, to all Chapters of CESA and its  
795 membership at the annual meeting of the CESA.

796

797 **Section 6. Awards.**

798

799 CESA will issue awards to recognize contributions made by its members and others,  
800 which support the cause and aims of CESA. The type and level of awards as well as the rules  
801 governing issuance of such awards are detailed in the Association Board "Policies and  
802 Procedures" ("Exhibit B"). The awards are not automatic in nature and require approval by the  
803 Association Board.

804

805 **Section 7. CESA Accounting Period.**

806

807 CESA's accounting year shall be a calendar year ranging from January 1 to December 31.

808

809 **Section 8. Income.**

810

811 The income of CESA shall include member's dues, assessments, contributions, loans,  
812 interest, grants, awards, dividends, and monies derived from any legitimate business or source.

813

814 **Section 9. Dues.**

815

816 The Association Board shall determine the amount of member dues and the portion of  
817 dues to retain for CESA operations. The remainder of the dues collected by CESA will be  
818 contributed to the Chapters to support members' services in accordance with a base plus per  
819 member formula. A majority vote of the Association Board is required to set the amount retained  
820 and the formula and amount contributed to the Chapters. The formula shall be documented in the  
821 Association Board "Policies and Procedures" ("**Exhibit B**").

822

823 **Section 10. Assessments.**

824

825 Assessments of the Chapters of CESA may be established, by the Association Board as  
826 necessary.

827

828 **Section 11. Operational Costs.**

829

830 Anticipated costs of operation of CESA for the ensuing fiscal year shall be presented at  
831 the annual meeting of the Association Board each year.

832

833 **Section 12. Use of Funds.**

834

835 All monies collected by CESA shall be used for the general purposes and objectives of  
836 CESA including recognition of achievements at the annual meeting.

837

838 **Section 13. Chapter Funds Transition.**

839

840 Each Chapter's assets and liabilities as of January 1, 2013 will remain the responsibility  
841 of and under the control of that Chapter's Board of Directors.

842

843

844

**ARTICLE XI.**

845

846

**DISSOLUTION.**

847

848 **Section 1. Termination.**

849

850 CESA shall be dissolved upon a vote of the majority vote of the Association Board which  
851 is subsequently approved and ratified by a two-thirds (2/3) vote of the members.

852

853 **Section 2. CESA Dissolution.**

854  
855 In the event that CESA is dissolved, all funds remaining in CESA's treasury shall be  
856 disbursed to remaining Chapters on a per member basis in apportionment with each Chapter's  
857 contribution to CESA.

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860 **ARTICLE XII.**

861  
862 **AMENDMENTS TO CESA CONSTITUTION**

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864 **Section 1. Submittal of Proposed Amendments.**

865  
866 Proposed amendments to the CESA Constitution may be submitted in writing to the  
867 Association Board by members, Chapters or Directors.

868  
869 **Section 2. Board Review.**

870  
871 The Association Board shall review the proposed amendment and make a report at a duly  
872 constituted meeting, noting any changes, modifications, substitutions or recommendations.

873  
874 **Section 3. Adopting Amendments to CESA's Constitution.**

875  
876 To adopt amendments, the proposed amendment approved by the Association Board must  
877 receive a two-thirds (2/3) majority vote from the members voting.

878  
879 **Section 4. Presentation to the Members.**

880  
881 The Association Board may elect to accept the changes by a vote of the CESA  
882 membership or refer changes to the respective Chapter Boards for input or conduct a general  
883 election among the members of the CESA.

884  
885 **ARTICLE XIII.**

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888 **PUBLICATIONS**

889  
890 CESA may publish bulletins, newsletters, pamphlets, journals, newspapers, magazines,  
891 periodicals, and general literature, from time to time, and in such manner as may be determined  
892 by the Association Board.

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894  
895 **ARTICLE XIV.**

896  
897 **RECORDS.**

899 **Section 1. Types of Records.**

900

901 The records of CESA shall include, but not be limited to, books of accounts, the CESA  
902 Constitution and amendments thereto, minutes of all duly constituted meetings, and minutes of  
903 committee meetings. All records shall be maintained by the appropriate Officers and Directors  
904 designated in Article VII and Article VIII.

905

906 **Section 2. Meeting Minutes.**

907

908 Minutes of all duly constituted meetings shall be presented for acceptance to the voting  
909 members of the Association Board at the next duly constituted meeting. Upon acceptance by a  
910 majority vote of the Association Board, the Secretary shall file the minutes. Such minutes shall  
911 constitute conclusive evidence of the proceedings at said meeting.

912

913 **Section 3. Records Retention.**

914

915 The Association Board shall establish a record retention policy. Annually the Board shall  
916 review the records retention policy and practice and update it as necessary.

917

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919

**ARTICLE XV.**

920

**CESA'S POTENTIAL AFFILIATION WITH OTHER ORGANIZATIONS.**

921

922

923 **Section 1. Outreach.**

924

925 For the same reasons that prompted the establishment of CESA within the State of  
926 California, it is considered appropriate that CESA, from time to time affiliate and/or collaborate  
927 with other organizations, including national organizations, provided that such affiliation and/or  
928 collaboration may be accomplished without loss of legal autonomy and without conflict with the  
929 provisions of CESA's Constitution. In the absence of a legally binding, written contract CESA  
930 does not intend to become legally bound with any other organization other than its Chapters and  
931 Subsidiaries.

932

933 **Section 2. Outreach Agreements.**

934

935 Upon approval by a majority vote of the CESA Board, the President/or designee is  
936 authorized by the Association Board to sign such letters of agreement that allow CESA to  
937 collaborate and/or affiliate with an outside organization, but in no way do said letters of  
938 agreement create a legally binding agreement beyond the scope of CESA's Constitution.

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**ARTICLE XVI.**

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**PARLIAMENTARY AUTHORITY.**

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Robert’s Rules of Order, latest edition, shall be the parliamentary authority for all matters of procedure not specifically covered by CESA’s Constitution. This Article is only meant to be used as a default Article in the event that issues arise that cannot be resolved by CESA’s Constitution due to the fact that CESA’s Constitution is silent on the matter. The current, acting President of CESA may appoint a parliamentarian to serve during the accounting period.

**ARTICLE XVII.**

**DISCLAIMER OF ENDORSEMENTS.**

No individual member, group of members or Chapter shall have the authority to endorse or recommend any product or service in the name of the Association Board without prior written approval.

**ARTICLE XVIII**

**VALIDITY.**

If any provision of this Constitution, or the application thereof to any person or circumstance, is held invalid by a court of law, the remainder of this Constitution, and the application of its provision to other persons or circumstances, shall not be affected thereby.

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**SCHEDULE 1:**  
**DEFINITIONS**

**Association Board:** The Board of Directors of the California Emergency Services Association.

**Association Constitution:** The governing document of the CESA.

**CESA:** The California Emergency Services Association.

**Chapter:** Subsidiary Corporation providing service to CESA member services within a geographic area.

**Chapter Board:** The Board of Directors of a Chapter.

**Chapter Bylaws:** The governing document of a Chapter that is in accordance with the Association Constitution

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**EXHIBIT A:**  
**COUNTIES AND SERVICE AREAS**



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**EXHIBIT B:**  
**BOARD POLICIES AND PROCEDURES**