

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**SIERRA AMBULANCE SERVICE**  
**A California Nonprofit Public Benefit Corporation**

**ARTICLE I**

**Name**

The name of this corporation is **Sierra Ambulance Service, Inc.** (hereinafter referred to as “the Corporation”).

**ARTICLE II**

**Offices**

**Section 1. Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation is located at 40755 Winding Way, Oakhurst, Madera County, State of California. The board of directors (hereinafter referred to as “the Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Article, or this Article may be amended to state the new location.

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

**ARTICLE III**

**Purposes and Limitations**

**A. General Purposes**

The purpose for which this Corporation is formed is as follows:

1. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

## **B. Specific Purposes**

Within the context of the general purposes stated above, this corporation is formed for the following specific purposes: to establish and provide an ambulance service for Madera and Mariposa counties. This service extends beyond ambulance transportation, and includes education and involvement in programs that reduce injury, illness, and death in the communities in Madera and Mariposa Counties.

## **B. Limitations**

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE IV**

### **Members**

**Section 1.** The Corporation shall have no members as defined in Section 5056 of the California Corporations Code. However, the Corporation may refer to persons who make an annual monetary contribution to the Corporation of not less than One Dollar (\$1.00) as “members” even though those persons or entities are not statutory members within the meaning of Section 5056 of the California Corporations Code.

## **ARTICLE V**

### **Board of Directors**

**Section 1. General Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation and these Bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

**Section 2. Specific Powers.** Without prejudice to the general powers set forth in Section 1 of this Article V, but subject to the same limitations, the directors shall have power to:

- (a) 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;
- (b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California;
- (c) Adopt and use a corporate seal to be retained at the primary office of the service; alter the forms of the seal;

- (d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges and other evidences of debt and securities;
- (e) Adopt, amend, or repeal Bylaws;
- (f) Amend the Articles of Incorporation;
- (g) Fill Board vacancies and remove Directors;
- (h) Employ the Executive Director;
- (i) Appoint and assign duties to the Board committees;
- (j) Adopt annual budgets;
- (k) Adopt corporate policies and long-term plans;
- (l) Invest corporate funds;
- (m) Comply with governmental reporting and taxation laws;
- (n) Issue reports and financial statements;
- (o) Call and hold special Board meetings;
- (p) Bring and defend legal actions on behalf of the Corporation;
- (q) Approve indemnification of corporate directors, officers, and other agents;
- (r) Approve the sale, lease, conveyance, exchange, transfer, or other disposition of corporate assets;
- (s) Review and approve all collective bargaining agreements.

**Section 3. Authorized Number.** The Board shall consist of eleven (11) directors.

**Section 4. Restriction on Interested Directors.** No person serving on the Board of Directors at any time may be an interested person. An interested person is (a) any person currently compensated by the Corporation for services rendered to it, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) of this Section. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

**Section 5. Nominations and Appointment of Board Members.** The Board shall solicit qualified candidates for nomination and appointment to the Board. The members of the Board shall be elected at the annual meeting to be held in accordance with Section 13, Article V of these Bylaws. Notice of the Board elections and of the annual meeting shall be given in accordance with Section 13, Article V of these Bylaws. Following the annual meeting, Directors will be seated at the regular July Board of Directors meeting.

**Section 6. Term of Office.** Each such director shall hold office for two (2) years, commencing July 1, and until a successor has been designated and has qualified.

**Section 7. Qualifications of Board Members.** Board members shall be sought who reflect the following qualifications: (a) must be a current non-statutory member of the Corporation; and (b) must pass the Department of Justice background check.

**Section 8. Events Causing Vacancy.** A vacancy 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 diagnosed with a diminished mental capacity disorder or declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the vote of a majority of all Directors then in office, to remove any director(s);

**Section 9. Resignations.** Except as provided below, any director may resign by giving written notice to the President of the Board or the Secretary of the Corporation. The resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director or directors.

**Section 10. Removal.** Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided that notice to the Board of that meeting is given as provided in Section 15, Article V of these Bylaws. Because it is not possible to list every conceivable act or omission that would justify a Director's removal, the following list of misconduct is not intended to be all inclusive, but is intended to provide some guidance to the Board of Directors regarding misconduct justifying a Director's removal: (a) conviction of a felony; (b) declaration of unsound mind by a court order; (c) diagnosis of a diminished mental capacity disorder; (d) conviction of a crime involving moral turpitude.

Any vacancy caused by the removal of a Director shall be filled as provided in Section 11 of these Bylaws.

Any Director who, without excuse, does not attend three (3) successive Board meetings will automatically be removed from the Board without Board resolution unless:

- (a) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present;
- (b) The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection;
- (c) The Board by resolution of the majority Board members agrees to reinstate the Director who has missed three (3) meetings.

**Section 11. Filling Vacancies.** Any vacancy occurring in the Board prior to an annual meeting shall be filled by the Board of Directors. A Director selected to fill a vacancy shall be selected for the unexpired term of his or her predecessor in office.

**Section 12. 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. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Board member participating in the meeting can communicate with all the other members concurrently; (b) each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and (c) the Corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

**Section 13. Annual Meeting.** An annual meeting of the Board shall be held on the 3<sup>rd</sup> Thursday of June, unless changes by resolution of the Board. The Board shall hold this meeting for purposes of organization and transaction of other business. Notice of this meeting shall be made publicly using local media at least thirty (30) days in advance of the meeting.

**Section 14. 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.

**Section 15. Special Meetings.** Special meetings of the Board for any purpose may be called at any time by the President or Vice President, or Secretary or any two directors. Such special meetings shall be held upon forty-eight (48) hours' notice delivered personally, by telephone, or by electronic mail. All such notices shall be given or sent to the director's address, telephone number or electronic mail address as shown on the records of the Corporation. 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.

**Section 16. 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 provisions of the California Nonprofit Public Benefit Corporation Law.

**Section 17. Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after 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.

**Section 18. Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment to another time and place shall be given to the Directors who were not present at the time of the adjournment.

**Section 19. Action Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all directors shall individually or collectively consent in writing or electronic mail to such action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such written consent or consents shall be filed with the minutes of the proceedings of the Board.

**Section 20. Compensation and Reimbursement.** Directors shall serve without compensation. Directors shall be entitled to reimbursement for amounts spent on behalf of the Corporation upon approval of the Board after review of adequate records of such expenditures.

## **ARTICLE VI** **Officers**

**Section 1. Officers of the Corporation.** The officers of the Corporation shall be a President, a Vice-President, a Treasurer, and a Secretary.

**Section 2. Election of Officers.** The officers of the Corporation, except those appointed under Section 3 of this Article, shall be chosen annually by the Board at the regular meeting of the Board in July, and shall take their respective offices at that time. The officers of the Corporation shall serve at the pleasure of the Board.

**Section 3. Removal of Officers.** Any officer may be removed with or without cause by the Board.

**Section 4. Resignation of Officers.** Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

**Section 5. Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board for the unexpired portion of term.

**Section 6. Succession.** If the President is unavailable, the responsibilities of the President fall on the other officers of the Board in the following order: Vice-President, Treasurer, Secretary, until such time as the President becomes available, or a permanent successor is named by the Board of Directors.

**Section 7. President.** The President of the Corporation shall, subject to the control of the Board, supervise, direct, and control the Corporation's activities, affairs, and officers. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; participate as an ex-officio member of all committees; and in general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

**Section 8. Vice President.** If the President is absent or disabled, the Vice President 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 President shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

**Section 9. Treasurer.** The Treasurer shall review, and send or cause to be given to the directors, such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The treasurer shall be a signatory of financial and banking document of the corporation. The treasurer shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

**Section 10. Secretary.** 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. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was regular or special, and if special, how authorized, the notice given, the names of those present at the Board 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, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws. The Secretary shall be a signatory of official documents of the corporation. The Secretary shall have such other powers and perform such other duties incident to the office of Secretary and as from time to time may be assigned to him or her by the President or by the Board.

**Section 11. Executive Director.** The Executive Director shall manage, supervise, direct and/or control the day-to-day operations of the Corporation. The Executive Director shall receive, record and deposit, or cause to be received, recorded and deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate., and shall disburse the Corporation's funds as the Board may order. The Executive Director shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The books of account shall be open to inspection by any director at all reasonable times. The Executive Director shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

## **ARTICLE VII** **Committees**

**Section 1. Committees.** The Board of Directors shall establish such committees and task forces as advisable to assist with governance, without compromising the Board's authority and in keeping with the policies established by the Board. Such committees shall consist of two or more Directors to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may: (a) Fill vacancies on the Board of Directors or on any committee; (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws; (c) Amend or repeal any resolution of the Board; (d) Designate any other committee of the Board or appoint the members of any committee; (e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

**Section 2. Executive Committee.** This Corporation shall have an Executive Committee comprised of the four (4) Officers. A quorum shall be a majority of the committee. The Executive Committee, unless limited by a resolution of the Board, shall be responsible for responding to and resolving any and all complaints and grievances submitted by the Corporation's employees. The Executive Committee shall be responsible for the annual review of the Executive Director, and shall make a report to the Board.

**Section 3. Finance Committee.** This Corporation shall have a Finance Committee comprised of not less than three (3) directors and the President of the Board. A quorum shall be a majority of the committee. The Finance Committee shall be responsible for reviewing and providing guidance for the Corporation's financial matters. The Finance Committee shall regularly review the Corporation's revenues and expenditures, balance sheet, investment and other financial matters. This Committee shall review the annual draft budget and submit it to the entire Board of Directors for its approval. With respect to the Corporation's investment strategy, the Committee shall consider present and future financial requirements, expected total return, general economic conditions, the appropriate level of risk, appropriate levels of income, growth, and long-term net appreciation, and the probable safety of the funds. The committee may recommend retention of professional money managers for approval of the Board, and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing

needs of the Corporation, economic conditions, and any other factors that may affect the Corporation's tolerance of risk and need for income, and make recommendations to the Board of Directors for approval.

**Section 4. Compensation Committee.** This Corporation shall have a Compensation Committee consisting of at least three (3) Directors. The Compensation Committee shall conduct a periodic review of the compensation of the Executive Director, and make recommendations to the Board of Directors.

**Section 5. Audit Committee.** At all times that this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least four (4) Directors and one (1) independent outside representative. Directors who are employees or officers of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation may not serve on the Audit Committee. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) conferring with the auditor regarding the Corporation's financial affairs, and (iii) reviewing and accepting or rejecting the audit, and forwarding it to the Board for approval. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

**Section 6. Auxiliary Committee.** The Board may establish an Auxiliary Committee. The members of the Auxiliary Committee may consist of directors or non-directors. The Auxiliary Committee may not exercise the authority of the Board to make any decisions on behalf of the Corporation, but shall be limited to conducting fundraising activities on behalf of the Corporation. The Auxiliary Committee shall be subject to the supervision and control of the Board. The Auxiliary Committee shall conduct its fundraising activities in compliance with the federal and state laws regulating charitable solicitations.

**Section 7. Meetings and Actions of Committees.** Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meeting and other Board actions, except that the time for general meetings of Board Committees and the calling of special meeting of the board committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. Any and all decisions by committees shall be brought to the full Board giving all related information used to make their decisions. The Board may adopt rules for the governance of any committee, as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

## **ARTICLE VIII** **Indemnification**

**Section 1. Right of Indemnity.** To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably

incurred by them in connection with any “proceeding”, as the term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses” as used in this Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporation Code. 10

**Section 2. Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

**Section 3. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

## **ARTICLE IX**

### **Insurance**

**Section 1.** The Corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s or agent’s status as such.

## **ARTICLE X**

### **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 proceedings of the Board.

**Section 2. Inspection by Directors.** Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extras of documents.

## **ARTICLE XI**

### **Construction and Definitions**

**Section 1.** 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, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE XII**  
**Amendments**

**Section 1.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the directors present at a meeting at which a quorum is present.

**CERTIFICATE OF SECRETARY**

I, Loris Mitchell, HEREBY CERTIFY THAT:

I am the duly elected, qualified and acting Secretary of SIERRA AMBULANCE SERVICE, INC., a California nonprofit public benefit corporation; and

The foregoing Bylaws, consisting of eleven (11) pages, including this page, are a true and correct copy of the Bylaws of the corporation as duly adopted by approval of the Board of Directors of the corporation at the special meeting of the Board of Directors duly held on Jan 21, 2016.

Executed on the 21<sup>st</sup> day of January, 2016 in Oakhurst, California.

By: Loris Mitchell, Secretary

