

BY LAWS
OF
EMERGENCY NETWORK LOS ANGELES, INC.

ARTICLE I

PURPOSE

Section 1. SPECIFIC PURPOSE. The specific purpose of this corporation is to coordinate ongoing communication, cooperation and emergency management among a network of community based organizations in Los Angeles County with city, county, state and federal agencies and the private sector.

Section 2. MISSION. The mission of ENLA is to enhance the capacity of non-profit, community, and faith-based organizations, government agencies, and the private sector for preparedness, response and recovery to disasters in Los Angeles County by facilitating cooperation, communication, coordination & collaboration.

ARTICLE II

OFFICES

Section 1. PRINCIPAL OFFICES. The Board of Directors shall fix the location of the principal executive office of the corporation at any place within or outside the state of California. If the principal executive office is located outside this state, and the corporation has one or more business offices in this state, the Board of Directors shall fix and designate a principal business office in the state of California.

Section 2. Other services. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

Section 3. CURRENT OFFICE. The business office at the time of creation of these bylaws is: Emergency Network Los Angeles Inc. (ENLA), c/o Salvation Army, 900 West James Wood Blvd., Los Angeles, CA 90015.

ARTICLE III

MEMBERSHIP

Section 1. This corporation shall be a membership organization.

Section 2. Community based organizations participating in the work of ENLA are the members.

Section 3. MEMBERSHIP CRITERIA

- (a) VOTING MEMBERSHIP is open to 501 (C)3 non-profit charitable organizations willing to provide emergency preparedness, response, disaster relief, and /or disaster recovery services when needed.
- (b) GOVERNMENT MEMBERSHIP is open to government agencies, departments, and elected officials involved in emergency preparedness, response, disaster relief and/or disaster recovery. This membership provides them with a non- voting voice.
- (c) ASSOCIATE MEMBERSHIP is open to private sector organizations and businesses involved or activated in emergency response disaster relief and/or disaster recovery. This membership is non-voting.
- (d) ALL MEMBERS must execute a letter of intent to support the mission of ENLA Inc. and place it on file with the secretary of ENLA Inc. All members must have or develop within six months of membership, a disaster mission statement.
- (e) ALL MEMBERS must have a stated non-discrimination policy of commitment of resources to meet the needs of people affected by disaster without regard to their race, age, gender, religion, national origin, veteran status, marital status, physical or mental disability, or medical condition.
- (f) EACH VOTING ORGANIZATION MEMBER shall have one (1) vote.
- (g) Members shall exercise their vote for the purpose of
 - (1) Ratification of members of the Board of Directors

(2) Review of any proposed changes in articles of incorporation

(3) dissolution of the corporation;

(h) Members are welcome to attend meetings of the Board of Directors. They may voice their opinions but have no vote.

Section 4. THE ANNUAL MEETING. Each year the membership shall hold a regular meeting for the purpose of organization, and the transaction of other business. Notice of this meeting shall be required, in writing, not less than fourteen (14) days prior to the meeting date. An annual meeting will be held in the first quarter of the fiscal year. The annual report will be submitted to the general membership in the first quarter of the fiscal year.

ARTICLE IV

DIRECTORS

Section 1 ENLA REPRESENTATIVES

(a) AREA REPRESENTATION. Each Los Angeles County Area (A – H) shall have one representative to the ENLA Board. The representative must be from any local nonprofit, faith or community based organization, and will act as liaison between the ENLA Board and local organizations. A map of the County areas is attached to these bylaws.

(b) PRIMARY representatives to the ENLA Board, with the exception of the Area Representatives, must be from County-wide organizations. All representatives must be at a management or staff level to be able to make commitments on behalf of their agency/organization.

(c) Board members are encouraged to appoint an alternate to attend meetings when the Primary member cannot. Alternate representatives to the ENLA Board must have the endorsement of their primary representative and be at a management or staff level to be able to make commitments on behalf of their agency/organization. Alternate members

may vote in the absence of the primary representative, and may attend any board meeting. Alternate members may serve as Committee Chairs.

(d) An agency/organization can select a volunteer as their primary or alternate representative to the ENLA Board provided that they meet the conditions listed above and their agency/organization submits a letter to ENLA naming them as their representative to the ENLA Board.

Section 2. POWERS. Subject to the provisions of the California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors elects its own members, subject to the ratification of the membership at the annual meeting.

Section 3. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of Directors shall be no less than eleven (11) nor more than twenty-five (25) Directors, including government, area representatives, and associate members; until changed by an amendment to the bylaws. There shall be five (5) members elected at-large by recommendation of the Nominations Committee.

Section 4. VOTING DIRECTORS shall include one representative from each of the following agencies: Salvation Army, American Red Cross Los Angeles Chapter, and 211 L.A. County.

Section 5. NON-VOTING GOVERNMENT DIRECTORS. Non-voting government directors shall include but not be limited to the Coordinator representing the Los Angeles County Office of Emergency Management (OEM), City of Los Angeles Emergency Management Department (EMD), the Department of Public Social Services as well as the California Emergency Management Agency. One additional government director shall be elected at large.

Section 6. ELECTION AND TERM OF OFFICE OF DIRECTORS.

(a) Directors shall be elected for two (2) year terms by the Board of Directors, to be ratified at each annual meeting of the membership and will hold office until the end of his/her term. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. There shall be no term limits.

(b) NOMINEES. A slate of candidates will be prepared by the Nominations Committee, based on the needs of the Board to be approved by the board of Directors and presented at a general meeting prior to the end of the fiscal year.

Section 7. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the votes cast by Board members. Each Director so elected shall hold office until the next annual meeting of the members and until a successor has been elected by the Board of Directors.

A vacancy in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any directors, or if the Board of Directors by resolution declares vacant 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 authorized number of directors is increased, or if there are fewer than 25 Board members.

Any Director may resign by giving written notice to the Executive Committee, effective on the date specified in the notice. The Board of Directors may elect a successor to take office when the resignation becomes effective.

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 8. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Regularly scheduled or Special meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, such as e-mail or other electronic technology, so long as all Directors participating in the meeting agree, and all such Directors shall be deemed to be present in person at the meeting.

Section 9. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 10. SPECIAL MEETINGS. The Board Chair or Vice Chair or the Secretary or any two directors may call special meetings of the

Board of Directors for any urgent purpose at any time. Notice of the time and place of special meetings shall be delivered personally or by telephone or fax or e-mail to each Director or sent by first-class mail, addressed to each Director at that Director's address as it is shown on the records of the corporation. In case the notice is mailed, it shall be deposited in the United States mail at least (4) days before the time of the holding of the meeting. In case the notice is delivered personally, or by telephone, e-mail or fax, it shall be delivered at least (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the corporation.

Section 11. QUORUM. One-third of the elected Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 13 of this Article IV. Every act of decision done or made by a majority of the Directors present and voting at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors... A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors.

Section 12. WAIVER OF NOTICE. Notice of meetings may be waived if a quorum is present and if the Directors not present agree. Their waiver or agreement may be in writing or expressed by approving the minutes. The actions of any meeting of the Board of Directors however called and noticed or wherever held, shall be official actions of the Board. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Directors who attends the meeting without protesting the lack of notice to that Director before or at its commencement.

Section 13. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 14. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 15. CLOSED MEETINGS. From time to time it may be necessary for members of the Board of Directors to meet in closed session. Appropriate matters for such meetings include, but are not limited to, personnel matters, contracts, violations of the Code of Conduct, potential conflicts of interest, and the like. Decisions made in closed session must be ratified in open session by a majority of the Board of Directors present and voting.

Section 16 DIRECTOR EXPECTATIONS. Members of the Board of Directors are expected to attend meetings, serve on at least one committee, abide by the Code of Conduct, and follow the Conflict of Interest policy.

ARTICLE V

VOTING

Section 1. REGULAR BOARD MEMBERS. All regular board members shall have voting rights upon selection to the Board of Directors.

Section 2. ASSOCIATE BOARD MEMBERS. Associate members shall not have voting rights.

Section 3. GOVERNMENT BOARD MEMBERS. Government members shall not have voting rights.

Section 4. MAJORITY OF VOTERS. Wherever in this document a reference is made to a majority or other fraction of votes, it refers to the proportion of those voting.

Section 5. Any decision made by the Board may be changed through a motion for reconsideration that is passed by a 2/3 vote of those voting.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the corporation shall be one (1) Chair of the Board, one (1) Vice chair, one (1) Secretary, and one (1) Treasurer.

Section 2. ELECTION OF OFFICERS. The officers of the corporation shall be chosen by the Board of Directors, and each shall serve at the discretion of the Board of Directors.

Section 3. REMOVAL AND RESIGNATION OF OFFICERS. Any officer may be removed by the Board of Directors, at any regular or special meeting of the Board with a majority vote of the Board of Directors. Three consecutive unexcused absences from Board meetings may lead to removal from the Board of Directors. Attendance by an alternate satisfies the attendance requirement.

Any officer may resign at any time by giving written notice to the Executive Committee. Any resignation shall take effect on the date specified in the notice; the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4. VACANCIES IN OFFICES. 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 appointment to that office.

Section 5. CHAIR OF THE BOARD. The Chair of the Board shall, if present, preside at meetings of the Board of Directors, the Executive Committee, and at general meetings, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the bylaws. The Chair of the Board shall in addition be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the corporation. Wherever possible, decisions of the Chair outside of meetings shall be made in consultation with other Officers.

Section 6. VICE CHAIR. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all the powers of, and be subject to all the restriction upon, the Chair. The Vice Chair shall serve as Chair of the Development Committee. The Vice Chair shall have such other powers and perform

such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the bylaws, and the chairs.

Section 7. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Directors' meetings or committee meetings, the number of those present or represented at such meetings, and the proceedings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the laws or by law to be given, and s/he shall keep the seal of the corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the laws.

Section 8. TREASURER. The Treasurer or designee shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, surpluses, deficits, and fund balances. The books of account shall at all reasonable times be open to inspection by any Director, or by any member.

The Treasurer or his or her designee shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the Chair if ordered by the Board of Directors, whenever they request it, an account of all of the transactions of the Treasurer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

ARTICLE VII COMMITTEES

Section 1. COMMITTEES OF THE BOARD OF DIRECTORS.
ADMINISTRATIVE COMMITTEES shall be responsible for the on-going work of ENLA. FUNCTIONAL COMMITTEES are program specific, and related to services to clients before, during or after a disaster or emergency. Chairs of the committees shall be members of the Board of Directors and shall be appointed with the recommendation of the Chair and ratification by the Board of Directors unless otherwise specified in these by-laws. Other committee members shall be appointed by the _____ Committee Chair, and may include non-ENLA members.

Section 2. ADMINISTRATIVE COMMITTEES shall consist of the following:

- (a) EXECUTIVE COMMITTEE consists of the officers of the Board of Directors and the Committee Chairs and is authorized to conduct the day to day affairs of ENLA. When operating as a member of this committee, Chairs are to represent the actions and views of their respective committees, rather than their individual organizations. Where practicable, decisions of the EXECUTIVE COMMITTEE shall be presented at the next meeting of the Board of Directors for ratification.
- (b) MEMBERSHIP COMMITTEE is responsible for ensuring that members meet the qualifications stated in Article IV of these by laws, and represent a diversity of organizations. This committee is also charged with assisting members with the completion of their Disaster Mission Statements and Statements of Understanding when needed.
- (d) NOMINATIONS COMMITTEE is charged with recommending board members, filling vacancies and developing a slate of officers to be voted on at the Annual Membership Meeting. This committee is chaired by the Board of Directors
- (e) DEVELOPMENT AND MARKETING COMMITTEE is charged with developing the resources necessary for ENLA to fulfill its mission. In addition, it is responsible for promoting ENLA and for ensuring that information is shared with ENLA

members through brochures, newsletters, email blasts, the ENLA website and other means of communication. This committee is chaired by the Vice Chair of the Board of Directors.

Section 3. FUNCTIONAL COMMITTEES

Each Functional committee will take into consideration the needs of the most vulnerable populations before, during and after an emergency, thereby improving the community's post-disaster sustainability. In addition the committees will take into consideration the needs related to animal care, including, but not limited to, rescue, transportation, sheltering, foster care and veterinary services.

(a) CASE MANAGEMENT COMMITTEE will consist of representatives of organizations involved in on-going case management services and will help local organizations coordinate case management services to decrease duplication of efforts and increase efficiency in service delivery.

(b) DONATIONS MANAGEMENT COMMITTEE

(c) EMOTIONAL AND SPIRITUAL CARE COMMITTEE

(d) COMMUNICATIONS COMMITTEE provides for the coordination of ENLA communications services by ensuring that key information and updated status reports are distributed among ENLA members and government emergency response agencies during disaster or emergency events. Preparing for this role is an on-going function of the committee.

(e) MASS CARE COMMITTEE is responsible for analyzing and implementing the preparedness, response and recovery efforts of ENLA members to feed, shelter, provide short-term housing and meet other immediate needs for persons adversely affected by disaster. It will include efforts to help organizations serving those with special needs (seniors, physically, medically or mentally challenged, homeless, limited English proficiency, animals, etc.) to better prepare for emergencies or disasters.

(f) RECOVERY COMMITTEE, activated in a declared emergency or disaster, consists of organizations involved with case management and other activities related to recovery on an on-going basis after an emergency or disaster. These services are

delivered under difficult environmental conditions that typically result in loss of infrastructure, disruption of operations, and special challenges for communication, record keeping, coordination, and efficiency. The committee will stay connected to local, regional, state and, in a declared disaster area, federal assistance and will stay connected to local FEMA activated entities.

(g) VOLUNTEER MANAGEMENT COMMITTEE is charged with planning for the influx of volunteers that occurs during and after an emergency or disaster. The committee will help to match volunteers with organizations providing direct services to those affected by the disaster.

Section 3. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more additional committees, each consisting of one or more Directors, plus other members appointed by the Committee Chair. The Board may designate one or more Directors as alternate members of any committee. Any committee, to the extent provided in the resolution of the Board, and with the exception of the Executive Committee, shall not have the authority of the Board, but will make recommendations to the Board.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings of Committees shall occur at times and places decided by the Committee Chair. All committees shall keep minutes to be presented to the Board of Directors at its next meeting and kept on file with other records of ENLA in accordance with Article VIII Section 2. The Board of Directors may adopt rules for the governing of any committee.

ARTICLE VIII

RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF BYLAWS. The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the Board of Directors and any committee or

committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form. The minutes and accounting books and records shall be open to inspection upon the written demand of any Director, at any reasonable time during usual business hours, for a purpose reasonably related to the Director's interests as a Director.

Section 3. INSPECTION BY MEMBERS. Every member shall have the right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation.

Section 4. ANNUAL REPORT TO MEMBERS. The corporation shall provide to members at the Annual Meeting, a report containing the following information in reasonable detail:

- (a) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) any information required by California Corporations Code Section 6322.

Section 5. Audit. The Board of Directors shall cause the financial records to be audited annually by a specially appointed committee.

ARTICLE IX

DEDICATION OF ASSETS.

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of this corporation. On

liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (c) (3).

ARTICLE X AMENDMENTS

Section 1. AMENDMENTS The Board of Directors may adopt, amend, or repeal bylaws, subject to a 2/3 vote of those voting. The Board of Directors may specify or change any bylaw provision that would:

- (a) fix or change the authorization number of Directors;
- (b) fix or change the minimum or maximum number of Directors; or
- (c) change from a fixed number of Directors to a variable number of Directors or vice versa.

Such changes shall be presented to the membership at the Annual Meeting.

Section 2. HIGH VOTE REQUIREMENT. If any provision of these bylaws requires the vote of a larger proportion of the Board than a majority, that provision may not be altered, amended, or repealed except by that greater vote.

Section 3 WRITTEN NOTICES. Wherever these by laws refer to written notices, it shall include email, fax or other written means of communication.

Section 4 WAIVER OF TIME LIMITS. Wherever these bylaws specify a fixed time frame, that time frame may be altered or waived upon a 2/3 vote of the Board of Directors.

