



KIRKWOOD VOLUNTEER FIRE DEPARTMENT
a Nonprofit Public Benefit Corporation

Special Meeting of the Board of Directors
AGENDA

Time: 12:00 PM Special Meeting
Date: Friday, October 2, 2026
Location: Zoom Webinar: <https://us02web.zoom.us/j/86894360723>

BOARD MEMBERS

Chris Tucher, President

Peter Dornbrook, Secretary

Terri Leach, Treasurer

1. CALL TO ORDER

President Tucher

2. ROLL CALL

Secretary Dornbrook

3. ACTION ITEMS

- a. Review and Approve Minutes of October 3, 2025 Meeting.
- b. Federal and State Tax Filing Obligations.
- c. Continued Monitoring of KVFD Finances by KMPUD Finance Committee
 - i. KVFD Finances Review
- d. Election of Directors & Officers – One-Year Term.
- e. Conflict of Interest Policy – Annual Renewal.

4. GENERAL DISCUSSION Opportunity for Board Members to Ask Questions for Clarification, Provide Information to Staff, Committee Updates, Request Staff to Report Back on a Matter, or to Direct Staff to Place a Matter on a Subsequent Agenda.

5. ADJOURNMENT This Board is required to meet annually. The next meeting is tentatively scheduled for Friday, January 1, 2027 at 12:00pm.

**MINUTES OF A SPECIAL MEETING OF THE
KIRKWOOD VOLUNTEER FIRE DEPARTMENT,
A NON-PROFIT PUBLIC BENEFIT CORPORATION**

Friday October 3, 2025 - 1:30 PM

CALL TO ORDER: The meeting was called to order by Director Mitarotonda at 1:30 PM.

ANNOUNCEMENTS: Director Mitarotonda announced that the Kirkwood Volunteer Fire Department was organized as a non-profit charitable organization on October 9, 2014, as a 501c3. The specific purpose of this Corporation is to perform fundraising activities in support of the Kirkwood Volunteer Fire Department and Kirkwood community. This Corporation is required to hold an annual Board meeting.

DIRECTORS PRESENT: Directors of the Corporation Mitarotonda, Dornbrook, and Tucher .

MEMBERS ABSENT: President Christeson, Secretary Carrie Williams

MEMBER VIA
TELECONFERENCE: None

ORAL COMMUNICATION/
PUBLIC INPUT: None

OLD BUSINESS: None

3.a. AGENDA ITEM: Review and Approval of Minutes of December 6, 2024.
Secretary Dornbrook motioned to approve the meeting minutes of the December 6, 2024 Annual Meeting as written. Director Mitarotonda seconded the motion, and carried out the following vote:

AYES: Director Dornbrook
NOES: None
ABSENT: Erik Christeson, Carrie Williams
ABSTAINING: None

3.b. AGENDA ITEM: Federal and State Tax Filing Obligations

Administrative Manager Leach Provided an update on the status of tax filing. The first tax deadline is November 15th, 2025.

3.c. AGENDA ITEM: Continued Monitoring of KVFD Finances by KMPUD Finance Committee

Director Mitarotonda requested the KMPUD Finance Committee continue with financial monitoring of the KVFD 501c3. This committee currently includes Directors Tucher and Schroeder.

3.d. AGENDA ITEM: Election of Directors and Officers. In accordance with the Bylaws of this Corporation, Directors and Officers are elected to hold office for a one-year term and must be re-elected annually.

Director Mitarotonda motioned to elect Peter Dornbrook, Chris Tucher, and Terri Leach as KVFD Directors, and as KVFD Officers for the 2025-2026 year, who will all serve a 1-year term in this capacity in the following roles:

- Director Tucher, President
- Director Dornbrook, Secretary
- Director Leach, Treasurer

Director Dornbrook seconded the motion, and it was carried out by the following vote:

AYES: Directors Mitarotonda, Dornbrook, Tucher

NOES: None

ABSENT: None

ABSTAINING: None

3.e. AGENDA ITEM Annual Statement
Presented by Volunteer Fire Chief Ansel

3.f. AGENDA ITEM: Conflict of Interest Policy – Annual Renewal
Presented by Volunteer Fire Chief Ansel

3.g. AGENDA ITEM: Fire Stipend Funding 2025-2026
In July 2022, the KMPUD Board increased the on-call KVFD stipend with the KVFD 501(c)(3) paying for the difference.

For Fiscal Year 2025, the difference paid by the 501(c)(3) was \$54,413.

To keep the stipend rate consistent with the previous years, an estimated amount of \$52,000-\$56,000 was requested to cover the difference in stipend costs for FY 2026. Discussion ensued.

Director Dornbrook motioned to continue funding the Fire Stipend amount for Fiscal Years 2025/26. Director Tucher seconded the motion, and it carried out by the following vote:

AYES: Directors Dornbrook, Tucher, and Leach

NOES: None

ABSENT: None

ABSTAINING: None

3.h. AGENDA ITEM:

Fire Education Tuition Reimbursement Program.

Volunteer Fire Chief Ansel requested the 501(c)(3) continue the program of reimbursing up to \$10,000 for Fire Education Tuition and Training costs for KVFD volunteers.

Director Dornbrook motioned to extend the Fire Education and Tuition Reimbursement Program. Director Tucher seconded the motion, and it was carried out by the following roll call vote:

AYES: Directors Tucher, Dornbrook, and Leach

NOES: None

ABSENT: None

ABSTAINING: None

3.i. AGENDA ITEM:

Request for EMS Equipment Purchase

Volunteer Fire Chief Ansel requested the purchase of a LUCAS CPR Compression Device in an amount not to exceed \$25,000. Discussion ensued.

Director Tucher motioned to approve the purchase of the recommended equipment. Director Dornbrook seconded the motion, and it was carried out by the following vote:

AYES: Directors Tucher, Dornbrook, and Leach

NOES: None

ABSENT: None

ABSTAINING: None

4. AGENDA ITEM: General Discussion. None

NEXT MEETING: This Corporation requires the Directors and Officers to meet annually. The next meeting is tentatively scheduled for October 2, 2026.

5. ADJOURNMENT: There being no further business, the meeting was adjourned at 1:55 PM.

Peter Dornbrook, Secretary



**KIRKWOOD MEADOWS PUBLIC UTILITY DISTRICT
AGENDA REPORT**

Meeting Date: Friday, October 2, 2026

TO: KVFD 501c3 Board Members

FROM: Brandi Benson, General Manager

DATE: October 2, 2026

SUBJECT: **ANNUAL MEETING OF KIRKWOOD VOLUNTEER FIRE DEPARTMENT 501c3**

The Kirkwood Volunteer Fire Department formed a corporation on March 5, 2014 in order to apply for an IRS designation as a Public Charity under Section 501(c)(3) of the Internal Revenue Code. The complete application package was submitted to the IRS on April 4th and approval was received on October 9, 2014. The date of incorporation, March 5, 2014, is the effective date the KVFD began operating and able to provide tax-deductible receipts for contributions.

At the time of the formation, on March 5, 2014, a document entitled "Action of Board of Directors of KVFD Without First Meeting" was signed by the Directors, formally adopting the Articles and Bylaws, along with the Election of Officers. This corporation is required to meet annually to review activities and take any action necessary.

The KVFD Special Meeting for this year will be held on Friday, October 2, 2026. Following is an explanation of each of the items that need to be reviewed or updated and are therefore placed on the agenda:

- a. Attached are the minutes from the October 3, 2025 meeting for review and approval. District Staff does not recommend any revisions.
- b. IRS and California Filing Compliance. With gross receipts under \$50,000, the IRS requires that we file a simple e-postcard annually (Form 990-N). California Franchise Tax Board Form 3500A is filed annually.
- c. In 2020 the Directors voted to include KVFD Finances in the KMPUD Finance Committee & Board packets for monitoring. Staff does not recommend any revisions to this policy.
- d. Attached for review are the Articles of Incorporation and Bylaws. District Staff does not recommend any revisions.

Per Section 4.B. of the Bylaws, "the authorized number of directors shall be three."

Per Section 4.C. of the Bylaws, "all Directors shall be elected to hold office for one (1) year." Current Directors are Chris Tucher, Peter Dornbrook, and Terri Leach. District Staff recommends approval by motion to elect the following Directors:

1. Chris Tucher
2. Peter Dornbrook
3. Brandi Benson

Per Section 5. of the Bylaws, “the officers for the corporation shall be a president, a secretary, and a treasurer.” All Officers are elected to one-year terms and are not required to be Directors. Staff recommends approval by motion to elect the following officers for FY2027:

- a. Chris Tucher, President
 - b. Brandi Benson, Treasurer
 - c. Peter Dornbrook, Secretary
- a. Conflict of Interest Code. This is provided for the Directors and Officers. Similar to the Fair Political Practices Commission’s Form 700, Directors and Officers are required to sign an Annual Statement affirming they have the policy, understand it, and agree to comply with it. District Staff recommends that all Directors and Officers sign to acknowledge same.

BYLAWS OF
Kirkwood Volunteer Fire Department
A California Nonprofit Public Benefit Corporation

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BYLAWS OF

Kirkwood Volunteer Fire Department

A California Nonprofit Public Benefit Corporation

1. NAME

The name of this corporation **Kirkwood Volunteer Fire Department.**

2. PRINCIPAL OFFICES OF THE CORPORATION

A. Principal Office

The principal office for the transaction of the business, affairs, and activities of the corporation is located at 33540 Loop Road, Kirkwood, CA 95646, in Alpine County, California. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be by corporate resolution, or noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

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3. PURPOSES AND LIMITATIONS

A. General Purposes

This corporation is a nonprofit charitable corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. Specific Purposes

Within the context of the general purposes stated above, the specific purpose of this corporation shall be to perform fundraising activities in support of the Kirkwood Volunteer Fire Department and/or to benefit the Kirkwood community.

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C. Limitations

- (1) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, 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, except as provided in Section 501(h) of the Internal Revenue Code.
- (2) The property of this corporation is irrevocably dedicated to charitable purposes, as set forth in Subsection 3.A. above. No part of the net earnings of this corporation shall inure to the benefit of its directors, trustees, officers, private shareholders or members, or to any individual.
- (3) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable purposes and that is tax exempt under Section 501(c)(3) of the Internal Revenue Code.

4. DIRECTORS

A. Powers of Directors

- (1) General Corporate Powers

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Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the temporal activities, business, and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

(2) Specific Powers

Without prejudice to the general powers set forth in Subsection 4.A.(1) of these bylaws, but subject to the same limitations, the board shall have the following powers in addition to other powers enumerated in these bylaws:

- a. To select and remove at the pleasure of the board all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with law, the articles of incorporation, and these bylaws; to fix their compensation; and to require from them security for faithful service;
- b. To change the principal office or the principal business office in the State of California from one location to another; to 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 the State of California; and to designate any place within or outside the State of California for holding any meeting of members;
- c. To conduct, manage, and control the temporal affairs and activities of the corporation and make such rules and regulations for this purpose, consistent with law,

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the articles of incorporation, and these bylaws, as they may deem best;

- d. To adopt and use a corporate seal and alter the form of the seal;
- e. To borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and
- f. To exercise all other powers conferred by the California Nonprofit Public Benefit Corporation Law, or other applicable laws, consistent with the articles of incorporation.

B. Number of Directors

The authorized number of directors shall be three (3)

C. Election of Directors

All directors shall be elected to hold office for one (1) year. Each such director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

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D. Vacancies on Board

(1) Events Causing Vacancy

A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by board resolution of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; (c) a finding 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; or (d) the increase of the authorized number of directors.

(2) Resignations

Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president, or to a quorum of the directors of the board. 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 the State of California, no director may resign if the corporation would then be left without a duly elected director.

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(3) Filling Vacancies

Vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

(4) No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

E. Directors' Meetings

(1) Place of Meetings

Regular or special meetings of the board may be held at any place within or outside the State of California that the board may designate by resolution or in the notice of the meeting or, if not so designated, meetings shall be held at the corporation's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the board may be held at any place consented to in writing by all board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

(2) Meetings by Telephone

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one

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another. All such directors shall be deemed to be present in person at such a meeting.

(3) Regular Meetings

Regular meetings of the board may be held without call or notice at such time and place as the board shall fix from time to time.

(4) Special Meetings

a. Authority to Call

Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, or the secretary or any two directors.

b. Notice

(i) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the

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director's address or telephone number as shown on the records of the corporation.

(ii) Time Requirements

Notices of special meetings of the board of directors sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting.

Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) Notice Contents

The notice of a special meeting of the board of directors 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.

(iv) 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. A meeting at which a quorum is initially present may continue to

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transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(v) Waiver of Notice

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

(vi) Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(vii) Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24

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hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

F. Action Without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the board of directors; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. All such consents shall be filed with the minutes of the proceedings of the board.

G. Compensation and Reimbursement

Directors shall receive no compensation for their services as directors, but may receive reimbursement for expenses in attending meetings.

H. Committees

(1) Committees of the Board

The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the authorized number of directors. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- a. Fill vacancies on the board or on any committee that has the authority of the board;
- b. Fix compensation of the directors for serving on the board or on any committee;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any board resolution that by its express terms is not so amendable or repealable; or
- e. Create any other committees of the board or appoint members of committees of the board.

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(2) Meetings and Action of Committees

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

5. OFFICERS

A. Officers of the Corporation

The officers of the corporation shall be a president, a secretary, and a treasurer (chief financial officer). The corporation may also have, at the board's discretion, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers (assistant financial officers), and such other officers as may be appointed in accordance with Subsection 5.C. of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer (chief financial officer) may serve concurrently as either the president or the chairman of the board.

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B. Election of Officers

All officers shall be elected to hold office for one (1) year. The officers of the corporation, except those appointed under Subsection 5.C. of these bylaws, shall be chosen by the board and each shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.

C. Other Officers

The board may appoint and may authorize the chairman of the board, the president, or other officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.

D. Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the board and also, if the officer was not chosen by the board, by an officer on whom the board has conferred that power of removal.

E. 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 later time specified in the notice and,

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unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

F. 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 appointments to that office, provided that such vacancies shall be filled as they occur.

G. Responsibilities of Officers

(1) Chairman of the Board

If the chairman of the board is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as may be assigned by the board or prescribed by the bylaws. If there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties prescribed by these bylaws for the president of the corporation.

(2) President

Subject to such supervisory powers as the board may give to the chairman of the board, if any, the president shall, subject to the control of the board, be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. In the absence

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of the chairman of the board, or if there is none, the president shall preside at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe.

(3) Vice Presidents

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

(4) Secretary

a. Book of Minutes

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was general or special and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in the State of California, a copy of the articles of incorporation and bylaws, as amended to date.

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b. Notices, Seal, and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of the members, of the board, and of committees of the board required by the bylaws to be given. The secretary shall keep the corporate seal, if any, in safe custody, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(5) Treasurer (Chief Financial Officer)

a. Books of Account

The treasurer (chief financial officer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the corporation's properties and transactions. The treasurer (chief financial officer) shall send or cause to be sent to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables

The treasurer (chief financial officer) shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may

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order, shall render to the president, chairman of the board, if any, and directors, when requested, an account of all transactions as treasurer (chief financial officer) and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

c. Bond

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

6. INDEMNIFICATION

A. 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 Corporations 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 that term is used in that Section and including an action by or in the right of the corporation, by reason of the fact

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that the person is or was a person described by that Section.
"Expenses", as used in this bylaw, shall have the same meaning as
in Section 5238(a) of the California Corporations Code.

B. 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 in accordance with 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 it has, the board shall authorize indemnification.

C. Advancement of Expenses

To the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Subsection 6.A. and Subsection 6.B. of these bylaws 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.

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7. INSURANCE

The corporation shall have the right to 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.

8. RECORDS AND REPORTS

A. 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 its board and committees of the board.

B. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office, or if its principal office is not in the State of California, at its principal business office in this state, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal office of the corporation is outside the State of California and the corporation has no principal business office in this state, the secretary shall, on the written request of any

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director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to date.

C. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind and to inspect the physical properties of the corporation and each of its subsidiaries for a purpose reasonably related to the director's interests as a director. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

9. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and laws of the State of California 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 number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

10. AMENDMENTS

Bylaws may be adopted, amended, or repealed by the approval of the board.

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11. FISCAL YEAR

The fiscal year of this corporation shall end on the last day of the month of June.

12. ADDITIONAL PROVISIONS

In these Bylaws, the word 'trustee' may be substituted for the word 'director.'

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KIRKWOOD MEADOWS PUBLIC UTILITY DISTRICT

CERTIFICATE OF SECRETARY

RE ADOPTION OF BYLAWS

I certify that I am the duly elected and acting Secretary of KIRKWOOD MEADOWS PUBLIC UTILITY DISTRICT, a nonprofit corporation of the State of California, that the accompanying bylaws are the bylaws of this corporation as adopted by the Board of Directors acting by unanimous written consent without a meeting pursuant to Section 4.F. of the bylaws of this corporation, and that they have not been amended or modified since that date.

Executed on March 3, 2014 (date),
at Alpine (County), California (State).



Jill Campbell
Secretary

KIRKWOOD MEADOWS PUBLIC UTILITY DISTRICT

Annual Statement

According to Article VI of the Conflict of Interest Policy below, each director, Principal office and member of a committee with governing board delegated powers shall annually sight the following statement:

I Herby affirm that I:

- a. Have received a copy of the Conflict of Interest Policy,
- b. Have read and understand the policy,
- c. Have agreed to comply with the policy, and
- d. Understand the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature

Date

Name (Printed) of Person Signing

Title of Person Signing:_____

Part V, Line 5a

Kirkwood Volunteer Fire Department EIN 47-1853858