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BYLAWS
For the Center for Electrosmog Prevention,
A California Public Benefit Non-Profit Corporation
May 16, 2011
As approved

ARTICLE I - NAME AND LOCATION

SECTION 1: The name of this public benefit nonprofit corporation shall be The Center for Electrosmog Prevention, herein referred as The Corporation.

SECTION 2: The principal office of The Corporation shall be in San Diego County and/or such other localities as may be determined by the Board of Directors. The county of the Corporation's principal office may not be changed, only by amendment of these bylaws and not otherwise.

ARTICLE II - DEFINITION

SECTION 1: The term "Center" as used in these Bylaws shall include such voluntary organizations as are established to perform on a national, regional, state or local level; a charitable, educational or scientific technical or service function for the purpose of promoting the general welfare.

ARTICLE III – PURPOSE AND MISSION

General Mission: Center for Electrosmog Prevention is formed for the purpose of preventing and reducing environmental electromagnetic pollution. Center for Electrosmog Prevention provides education and advocacy to prevent and reduce electromagnetic pollution.

Mission Statement: The purpose of this corporation is to promote the health of the general population including but not limited to utility customers by providing comprehensive information, prevention, solutions, and education regarding Electrosmog. In addition, the Corporation will provide advocacy to reduce Electrosmog in the indoor and outdoor environment for individuals including but not limited to utility customers.

ARTICLE IV – Limitations

The Corporation shall be limited to the activities described in these bylaws and shall not be established to provide pecuniary gain, or profit, to its Board of Directors.

ARTICLE V – Boards and Committees

SECTION 1: Voting:

1. **Each person on the Board of Directors** shall have one (1) vote.
2. **The Advisory Boards and Committees will be nonvoting**, excepting those members who serve on the Board of Directors, and will serve in an advisory capacity to the Board of Directors within their designated area of expertise. Chairpersons of the Advisory

Boards who are not members of the Board of Directors will receive board minutes and serve in an advisory capacity on an as-needed basis, and planned Committee functions communicating Advisory Board or Committee information before or during board meetings, per decision of the Board of Directors.

SECTION 2: Application. Every candidate for Board of Directors shall present a written application on a form supplied by Board of Directors, unless this requirement for an individual is waived by the President, in which case a curriculum vitae or expanded resume will be accepted. Each successive member of the Board of Directors will be screened and interviewed by President and/or Vice President of the Board and membership on the Board will be determined by ratification by $\frac{3}{4}$ of the Board of Directors. Initial Board members will be selected for participation by the Founder.

SECTION 3: Appointment to Advisory Boards/Committees. Appointments shall be made by the Board of Directors. Appointment to Advisory Board shall be made by $\frac{2}{3}$ resolution of the Board of Directors.

SECTION 4: Orientation and Training. Members of the Board of Directors, Advisory Boards, and Committees will receive a training and information regarding the Purpose, Mission and By-laws of The Corporation, board and committee purpose, conduct, public contact requirements, general expectations and procedures. These shall be developed and updated on an as-needed basis, at the direction and oversight of the Board of Directors, by an Orientation and Training Committee.

SECTION 5: Term of Service: Members of the Board of Directors will serve for one year, with opportunity for renewal in June, at the discretion of the Board for each renewal, by $\frac{2}{3}$ resolution.

SECTION 5: Resignation: Members of the Board of Directors may resign from the Board, by written request, submitted to the President of the Board, with 30 days' notice preferred.

ARTICLE VI - BOARD OF DIRECTORS: Elected Officers and Scope

SECTION 1: Authority & Responsibility. The Board of Directors shall supervise, control, and direct the affairs of The Corporation, the Board of Directors, Advisory Boards and Committees; shall determine their policies; and, may, in the execution of its powers, delegate certain of its authority and responsibility to the President. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

SECTION 2: Composition. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and an optional Executive Director and additional members, with the Initial Board consisting of a minimum of **3** members, up to a maximum of 12.

SECTION 3: Qualifications for Office. Those serving on the Board of Directors as Officers shall be deemed to have the expertise and background to benefit The Corporation in a variety of capacities.

SECTION 4: Nomination. Nomination for office may be made by persons on the Board of Directors who are interested in the position or other members of the Board of Directors. Nominees must be in good standing with the Board of Directors, have attended/participated in

Board meetings at least 75% of the past year, and have demonstrated talents that lend themselves to accomplishing the duties of the office and the objectives of The Corporation.

SECTION 5: Election. The election shall be held at the Annual Meeting of The Corporation. If there are a greater number of nominees than there are vacancies to be filled, voting shall be done by secret ballot; the President shall appoint tellers to count and announce the vote; those nominees receiving the largest number of votes for the vacancies to be filled shall be declared elected. If conducted by conference call/computer conference/email ballot, with the initial one as roll call, all further elections in writing, by U.S. Mail. The nominees shall recuse themselves from voting for the office and will not participate in listening to/or viewing those voting procedures for their own election.

SECTION 6: Assumption of Duties. The newly-elected officers may be installed in office at any time following their election, but they shall assume the responsibility of their office and the official exercise of their duties on January 1, unless a position has been vacated, or to establish the first Board, in which case they may immediately assume the office.

SECTION 7: Term of Office. The first Board will serve for approximately a year and one half through December 31, 2012. After that, the terms of office for the elected officers shall be two years and may be reelected for consecutive terms, with the election held in November every other year.

SECTION 8: Meetings of the Board. Regular meetings of the Board of Directors shall be held not less than six (6) times during each fiscal year at such time and place as the President of the Board may prescribe. The annual meeting of the Corporation shall be held during the month of November. Meetings of the Board may be held by electronic means, such as video/computer/satellite conferencing or by telephone conferencing, with all participating members of the board receiving audio/video in like manner. Notice of such meetings shall be given to the directors not less than ten (10) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any three (3) directors, by notice mailed, delivered, telephoned or emailed to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

SECTION 9: Action without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Board of Directors individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent shall be filed with the Minutes of the Board at the next meeting.

SECTION 10: Voting. Voting rights of a member of the Board of Directors shall not be delegated to another nor exercised by proxy.

SECTION 11: Voting by Mail. Action taken by an email/mail/FAX ballot of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of the Board.

SECTION 12: Quorum. One more than the majority of the elected board members of the Board of Directors shall be a Quorum.

SECTION 13: Order of Business. The order of business may be altered or suspended at any meeting by a majority of the voting Board of Directors present. The parliamentary rules as laid

down in *Robert's Rules of Order* shall govern all deliberations, when not in conflict with these Bylaws.

SECTION 14: Vacancies. If the office of President is vacated for any reason, the Vice President shall assume the office for the balance of the unexpired term. If the office of Vice President is vacated for any reason, the office shall be filled by a special election as determined by the Board with the current President serving in that capacity, if necessary, until the election is completed. Vacancies in the offices of Secretary/Treasurer, Secretary or Treasurer shall be filled by appointment by the Board, by 2/3 resolution.

SECTION 15: Absence and Removal. Absence from three consecutive meetings of the Board, without reasonable cause and prior notice to the President or Vice President or any officer may constitute grounds for removal from the Board. Any officer or member of the Board may be removed **at will** by a 2/3 vote of the Board.

SECTION 16: Resignation. Any member of the Board of Directors may resign at any time by giving written notice to the President. It is recommended that 30 days' notice be given and that it be in writing.

SECTION 17: Compensation. Board of Directors as such shall not receive any compensation for their services, but the Board may, by 2/3 resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Board of Directors. Nothing herein shall preclude a present member of the Board of Directors or The Corporation in any other capacity and receiving compensation for a reasonable amount for such expenses, in accordance with the laws of the State of California. Reasonable is defined as a comparable rate for such-expenses in the marketplace.

ARTICLE VII – BOARD OF DIRECTORS OFFICERS

SECTION 1: Elected Officers. There may be four elected Board of Directors officers: President, Vice President, Secretary, and Treasurer (or at minimum, President, Secretary/Treasurer, or Secretary, and Treasurer in a smaller board), to be elected by the voting Board of Directors and to serve one year terms until their successors have been duly elected and assume office.

SECTION 2: Duties of the President. The President is the Chief Officer of the Board and shall preside at all meetings of the Board of Directors with the right to vote at any such meeting. The President shall oversee the long-term goals and strategies of The Corporation. He or she shall serve as the liaison between the board and the Executive Director and shall perform such other duties as determined by the board. The President shall also serve as a member ex officio, with right to vote, on all future committees except a Nominating committee. He/she shall appoint any committees necessary for the transaction of the business and programs of Board of Directors.

SECTION 3: Duties of the Vice President. The Vice President shall be vested with all of the powers and shall perform all of the duties of the President, in case of his/her absence or disability.

SECTION 4: Duties of the Secretary. The Secretary shall be responsible for keeping the minutes of all Board meetings, for the serving of notice to all meetings of the Board and Board of

Directors, and for the keeping of the membership records, the Bylaws, and such other papers as the Board may direct.

SECTION 5: Duties of the Treasurer. The Treasurer shall be the Chief Financial Officer and oversee The Center for Electrosmog Prevention's (or its DBA's) funds and records, and the establishment of proper accounting procedures for the handling of The Corporation's funds, and other duties, as determined by the Board of Directors. The Treasurer shall report on the financial condition of The Corporation at all meetings of the Board of Directors and at other times when called upon by the President.

At the conclusion of each fiscal year the incoming treasurer shall review the accounting records and financial statements for the prior year and report and make recommendations to the Board on the condition of the accounts and records. Periodically, as determined by the Board, and the laws of the State of California, the Treasurer shall direct the preparation of an independent review, to be completed by an impartial certified public accountant, of the accounting records and financial statements. An independent review can be initiated by the President and any other board member by 2/3 majority.

The Treasurer shall serve as Chairman of the Finance and Budget Committee.

SECTION 6: Bonding. At the direction of the Board of Directors, any officer or employee of Board of Directors shall furnish, at the expense of the Corporation, a fidelity bond, in such a sum as the Board shall prescribe.

ARTICLE VIII - COMMITTEES

SECTION 1: There may be a number of Standing Committees as deemed necessary by the board, established with a majority vote. The chairman of each standing committee shall be appointed by the President of Board of Directors and approved by the Board of Directors. Each committee shall be advisory only and exercise such power and carry out such functions as delegated by the Board of Directors.

ARTICLE IX - EXECUTIVE DIRECTOR

SECTION 1: The Board of Directors may appoint, employ or otherwise retain an Executive Director to assist the officers and directors, and assume responsibility for the day-to-day operations of the corporation. The Executive Director is the chief salaried officer and shall be responsible generally for the management, and carrying out of the activities of Board of Directors, and for the implementation of the policies of Board of Directors. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors. The Executive Director shall be accountable to and may be removed by action of the full Board of Directors by 3/4 vote, with an annual performance review by the Board of Directors. The Executive Director, with approval of the Board, shall have the authority to hire employees/independent contractors for the Corporation in order to carry out its operations, and to provide leadership and decision-making for the daily operation of The Corporation, including the purchase of budget items approved by the Board of Directors. The Executive Director may sign checks for staff salaries and up to the amount of \$1,000 for items or activities approved by the Board. All checks over \$1,000 must have two signatures of designated members of the Board.

ARTICLE X – ADVISORY BOARDS

The Board of Directors shall establish Advisory Boards to assist the Board and The Corporation with needs established by the Board. These Boards shall be advisory only and will not provide directives to the Board.

ARTICLE XI - FISCAL YEAR

The fiscal year shall commence on the first day of January and shall end on the last day of December.

ARTICLE XII - SEAL

The Corporation shall have a seal of such design as the Board of Directors may adopt.

ARTICLE XIII - AMENDMENTS

SECTION 1: These Bylaws may be amended or repealed by a three-fourths (3/4) vote of the full Board of Directors at any annual or regular meeting of Board of Directors duly called and regularly held, notice of such proposed changes having been sent in writing to the Board of Directors fifteen (15) days before such meeting, or by agreement of $\frac{3}{4}$ of the full Board of Directors, in writing. Amendments may be proposed by the Board of Directors on its own initiative or upon advisement by The Corporation Advisory Boards. All such proposed amendments shall be presented to the Board of Directors without recommendation. The Board of Directors may adopt, amend, or repeal, from time to time, any or all of the bylaws of this corporation, within the laws of the state of California and in accordance with the purpose of The Center for Electrosmog Prevention.

ARTICLE XIV - NONLIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1: No liability. Board of Directors, its directors, and officers shall not be liable to any of its Boards for any statements, errors or omissions in any reports sent out by Board of Directors, whether the same shall be due to the negligence of Board of Directors, or said directors or elective officers; and each and every member or those that may hereafter become members, shall be deemed to have expressly released Board of Directors, its directors and elective officers from any and all liability for such statements, errors and omissions, and further, from any and all liability by reason of any agreements, contracts, obligations, acts, steps, or plans entered into or undertaken by Board of Directors on behalf of its members.

SECTION 2: Directors and Officers Board Insurance shall be provided for the Executive Director and Board of Directors at the expense of the Corporation, when funding becomes available, or by shared payment, upon 2/3 resolution by the Board. Such insurance will be purchased at a competitive rate, with comprehensive coverage, of a type appropriate to nonprofit board members.

SECTION 3: Advisory Boards and Committees shall not be held liable to the Board of Directors or to The Corporation for matters under advisement.

ARTICLE XV- DISSOLUTION

In the event of dissolution of the Board of Directors, the net assets of The Corporation shall be applied and distributed as follows:

- a. All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made therefore.
- b. No funds remaining will inure, or be distributed to the Board of Directors. Rather, any funds shall be distributed to one or more 501c3 organizations, to be selected by the Board of Directors.

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The Secretary of the Corporation certifies that these bylaws of The Corporation are true and correct.

Secretary's signature

Date