



**BYLAWS
of
Florida Fire Chiefs' Foundation**

ARTICLE I

NAME

The name of the Corporation shall be The Florida Fire Chiefs' Foundation.

ARTICLE II

PURPOSES

Section 1. Powers

The Corporation shall have such powers as are now or as may hereafter be granted by the laws governing not-for-profit corporations of the State of Florida.

Section 2. Purpose

The purpose for which the corporation is organized are charitable, educational, religious and scientific, within the meaning of Section 501(c)(3) of the Internal Revenue code of 1954, including but not limited to the promotion of education and research activities in the field of fire safety and prevention.

Section 3. Mission

The mission of the Florida Fire Chiefs' Foundation is to facilitate educational opportunities for the advancement of the fire and emergency service, and through public relations programs, promote and raise public awareness of Florida's fire and emergency services.

Section 4. Rules

The following rules shall conclusively bind the Corporation and all persons acting or in behalf of it:

- a.)** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall consist of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not perform any other activities not permitted (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the internal Revenue Code of 1954 (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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- b.)** Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization of organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.
- c.)** The Corporation shall not adopt any practice, policy, or procedure, which would result in discrimination based on race, religion, or creed.

ARTICLE III
REGISTERED OFFICE, AGENT AND SEAL

Section 1. *Registered Office and Agent*

The Corporation shall have and continuously maintain in the State of Florida a registered office and a registered agenda whose office shall be identical with such registered office and may have such other offices within or without the State of Florida and such other registered agents as the Board of Trustees may from time to time determine.

Section 2. *Seal*

The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal, The State of Florida”.

ARTICLE IV
MEMBERS

Section 1. *Classes of Members*

The Board of Trustees may establish related membership classes at its discretion. In the event the Board of Trustees establishes membership classes, no class of member shall have any voting rights.

ARTICLE V
OFFICERS

Section 1. *Officers*

The Officers of the Corporation shall be a Chair, Vice-Chair, Secretary-Treasurer, all of who shall serve without salary, and such Executive Director/CEO as may be determined by the Board, who shall serve without vote. The FFCA President, First Vice President or Second Vice President, as members of the Board of Trustees, as noted herein, are not eligible to serve as an officer of the FFESF.

Section 2. *Election and Term of Office*

The officers shall be elected by the Board of Trustees for an annual term. The officers shall be elected at the annual meeting of the Board of Trustees nearest the expiration of the term of office of the officers, and the officers shall serve until their successors have been duly elected and have qualified. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Trustees.

Section 3. *Removal*

The Board of Trustees may remove any officer whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. *Vacancies*

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustee for the unexpired portion of the term.

Section 5. *Chair*

The Chair shall be a member of the Board of Trustees in good standing and shall be elected by the Board. The Chair shall preside at all meetings of the Board of Trustees and shall perform such other duties as are necessarily incident of the office Chair of the Board or as may be prescribed by the Board of Trustees. The Chair shall serve as an Officer on the Executive Board of the Florida Fire Chief's Association.

Section 6. *Vice Chair*

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair of the Board. The Vice Chair shall perform such other duties as from time to time may be assigned to him by the Chair of the Board or by the Board of Trustees.

Section 7. *Secretary-Treasurer*

The Secretary-Treasurer shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are fully given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation under its seal, is duly authorized in accordance with the provisions of

these bylaws; if required by the Board of Trustees, the Secretary-Treasurer shall give a bond for the faithful discharge of his/her duties, in such sum and with such surety or sureties as the Board of Trustees shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any sources whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the duties incident to the office of the Secretary-Treasurer; and in general perform all duties incident to the office of the Secretary- Treasurer and such other duties as from time to time may be assigned to him/her by the Chair of the Board or by the Board of Trustees.

Section 8. *CEO*

The CEO shall be the principal executive officer of the Corporation and shall in general supervise and control all the affairs of the Corporation. The CEO may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, contracts, or other instrument which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws, or by statute to some other office or agent of the Corporation; and in general shall perform all duties incident to the office of CEO and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 9. *Assistant Secretary-Treasurer(s)*

If required by the Board of Trustees, the Assistant Secretary-Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Secretary-Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary-Treasurer or by the Chairperson of the Board, or the Board of Trustees.

ARTICLE VI
BOARD OF TRUSTEES

Section 1. *General Powers.*

The affairs of the Corporation shall be managed by its Board of Trustees.

Section 2. *Composition*

Tenure and Qualifications. The number of trustees shall be eleven, and shall include the President, First Vice-President, and Second Vice-President of the Florida Fire Chiefs' Association, and eight trustees. The Florida Fire Chief's Association Board of Directors shall appoint one trustee with the other seven to be elected by the Board of Trustees. Trustees shall hold office for a term of four-years and may not serve more than two consecutive terms. Trustees are not required to be residents of the State of Florida.

Section 3. *Regular Meetings*

A regular annual meeting of the Board of Trustees shall be held at such time and place as may be designated by resolution by the Board of Trustees without other notice than this bylaw and such resolution. The Board of Trustees may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board without other notice.

Section 4. *Special Meetings*

Special meetings of the Board of Trustees may be called by or at the request of the Chair, CEO or any two Trustees. The person or persons authorized to call special meetings of the Trustees may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board called by them.

Section 5. *Notice*

Notice of any special meeting of the Board of Trustees shall be given at least two days previously thereto by written notice delivered personally or sent by mail or electronically to each Trustee. Any Trustee may waive notice of any meeting.

Section 6. *Quorum*

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meetings of the Board; provided, that if less than, the majority of Trustees are present at said meetings, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 7. *Manner of Acting*

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws.

Section 8. *Informal Action by Trustees*

Any action required to be taken at a meeting of the Board of Trustees or any action, which may be taken at a meeting of Trustees, may be taken without a meeting if consent in writing setting forth the action so taken is signed by all trustees entitled to vote with respect to the subject matter thereof.

Section 9. *Vacancies*

Any vacancy occurring in the Board of Trustees, or any trusteeship to be filled by reason of an increase in the number of trustees, shall be elected for the unexpired term of his/her predecessor in office.

Section 10. *Compensation*

Trustees as such shall not receive any salaries for their services, but by resolution of the Board of Trustees, a fixed sum and expenses for a attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any trustee from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII

STAFF

The Executive Director/CEO shall assume such duties as may be assigned by the Chair including those of assisting the Secretary-Treasurer and shall be under bond for such amount as the Board may require. The Board is also empowered to retain such staff and legal counsel as may be necessary to carry out the functions of this Foundation.

ARTICLE VIII

COMMITTEES

Section 1. *Committees of Trustees*

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate one or more committees, each of which shall consist of two or more trustees, which committees, to the

extent provided in said resolution, shall have and exercise that authority of the Board of Trustees in management of the Corporation as fully as permitted by Florida Statute 617.0825, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed upon them by law. The Board of Trustees may designate an Executive Committee consisting of three of its members to manage the day-to-day operations of the Corporation, and who shall report no less than quarterly to the full Board of Trustees.

Section 2. *Other Committees*

Other committees not having and exercising the authority of the Board of Trustees in the management of the Corporation may be designated by a resolution adopted by the majority of Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Trustees of the Corporation.

Section 3. *Term of Office*

Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. *Chair*

One member of each committee shall be appointed by the Chair.

Section 5. *Vacancies*

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. *Quorum*

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with Florida Statutes, these bylaws, or with rules adopted by the Board of Trustees.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent or gents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair or CEO of the Corporation.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, as appropriate and necessary, and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Trustees.

ARTICLE XII
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Florida Not for Profit Corporation Act, or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the Trustees currently in office at any regular meeting or any special meeting, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting.

ARTICLE XIV
INDEMNIFICATION

Any present or former trustee, officer, employee, or agent of the Corporation, or other such persons so designated in the discretion of the Board of Trustees, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with

any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a trustee, officer, employee, or agent, to the extent authorized by the Board of Trustees. No indemnification or advance against expenses shall be approved by the Board or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE XV
TRUST STATEMENT

As business people serving as Trustees on the Florida Fire Chiefs' Foundation, we must keep in mind that our conduct must be in strict accord with antitrust laws. We must not participate in any of these activities: Discussions or communications concerning prices or other terms of sale of products you buy or sell; Discussions or communications concerning markets or customers whom you buy from or sell to, and/or how much you buy or sell; Discussions or communications concerning production or purchase plans.

ARTICLE XVI
TERM

The term of this corporation shall be perpetual.

Approved and Adopted as of March 7, 2018



Mike Long
Florida Fire Chiefs' Foundation Chair