

BY-LAWS
OF
**PALM BEACH COUNTY VOLUNTEER
FIRE RESCUE ASSOCIATION**

A CORPORATION NOT-FOR-PROFIT

-AS AMENDED-
January 19, 2010

ARTICLE I
NAME

The name of the corporation shall be PALM BEACH COUNTY FIRE RESCUE VOLUNTEER ASSOCIATION, INC. and shall be referred to hereinafter as the Corporation.

ARTICLE II
PURPOSE

The Corporation is organized for the following purposes:
To promote good will among all members, local fire companies and the public; to provide programs to educate the community about fire safety; to establish and improve fire-fighting skills for all members; to acquaint members with the proper procedures among personnel in the hierarchal chain of command; and to act as an advocate for the Palm Beach County Fire Rescue / Volunteer Battalion firefighters in their association with the Palm Beach County Fire Rescue.

ARTICLE III
OFFICES

The Corporation may have such offices as the Board of Trustees may require. The principal office shall be located at Fire Station #42 in the County of Palm Beach and State of Florida.

ARTICLE IV
MEMBERS

A. The members of the Corporation shall consist of the current members of Palm Beach County Fire Rescue/Volunteer Battalion as listed on the Volunteer Battalion's Resource Plan, attached hereto and made a part hereof.

B. All members shall be 18 years of age, or older, and have a position within the Corporation as follows:

1. Battalion Chief
2. District Chief
3. Captain
4. Lieutenant
5. Volunteer Firefighters
6. Honorary Members

C. Thereafter, the eligibility and qualifications for membership and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Officers and Board of Trustees of the Corporation or by such rules and regulations as may be prescribed by the Board of Trustees. All such resolutions or rules and regulations relating to members adopted by the Board of Trustees of the Corporation shall be affixed to the By-Laws of the Corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Trustees may prescribe, with respect to all members, the amount and manner of imposing or collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

D. The Board of Trustees may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card, or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures of an officer or officers designated by the Board of Trustees and may bear the seal of the Corporation or a facsimile thereof.

ARTICLE V MEETINGS OF MEMBERS

A. ANNUAL MEETING. An annual meeting of the membership shall be held on the third Thursday of October in each year. The Board of Trustees shall determine the time and place of the

meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of the installment of new officers, reorganization and appointment of committees.

B. REGULAR MEETINGS. Regular meetings will be held on the third Thursday of every quarter at 7:00 p.m.

C. SPECIAL MEETINGS. Special Meetings of the members may be called by the President or the Board of Trustees.

D. NOTICE OF MEETINGS.

1. Email notice shall be sent to each member, not less than 10 days or more than 60 days before the date set for the Annual Meeting and not less than 7 days before the date of any Special Meeting.
2. Such notice shall state the place, day and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being held to install new officers and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called.
3. Notice shall be deemed to have been given when the email is opened and "Return Receipt" is returned to the sender.
4. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

E. QUORUM. At least 5 voting members of the membership must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at any meeting may adjourn the meeting from time to time without further notice.

F. VOTING. At all meetings, the membership will vote by a showing of hands. Any member may vote by written proxy. In addition, all regular members are eligible to make a motion.

F. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of Scott, Foresman Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Corporation may adopt.

ARTICLE VI BOARD OF TRUSTEES

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

- B. BOARD MEMBERS. The number of trustees shall be three (3) and shall consist of members of the Corporation so determined by a vote of the membership.
- C. TERM. The term for each trustee is three (3) years. The terms shall be staggered for each individual. Each trustee shall hold office until his or her successor is elected at a meeting of the membership, and duly qualified, subject to earlier termination by removal or resignation.
- D. MEETINGS. The Board of Trustees shall hold their annual meeting at the same place as the annual meeting of members. The Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.
- E. SPECIAL MEETINGS. The President or any two trustees may call for special meetings of the Board and fix the time and place for said meetings.
- F. NOTICE. Trustees shall be notified of any special meeting by advance notice in writing which shall be sent by mail or personally delivered at least seven (7) days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.
- G. QUORUM. A majority of the trustees must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.
- H. VACANCIES. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining trustees, even if less than a quorum of the Board. A trustee so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office. If additional trustees are to be elected to increase the size of the Board, this shall be done by election at the annual election meeting of the membership.
- I. COMPENSATION. All directors/trustees of Palm Beach County Volunteer Fire-Rescue Association, Inc. will have a "duty of loyalty" that requires them to put the interest of the Association above their personal interests and to make decisions they believe are in the best interest of the Association. A substantial majority of the board of the Association, meaning at least two thirds of the members must be independent. Independent members must not:
- a. Be compensated by the organization as employees or independent contractors.
 - b. Have their compensation determined by individuals who are compensated by the association.
 - c. Receive, directly or indirectly, material financial benefits from the organization except as a member of the charitable class served by the Association.
 - d. Be related to anyone described above (as a spouse, sibling, parent or child) or reside with any person so described.
- J. REMOVAL. The Board of Trustees may remove any trustee at any time if, in its judgment, the best interests of the Corporation would be served thereby. The Board may not, however,

remove officers elected by the membership, but only suspend the authority of an officer to act, for cause. Officers elected by the membership may not be removed except by the membership.

ARTICLE VII OFFICERS

A. OFFICERS. The Officers of the Corporation shall be as follows:

1. President
2. Vice President
3. Secretary
4. Treasurer

B. TERM. The officers shall remain in office until the next election meeting of the membership. Thereafter, the officers shall be elected by the membership at their annual election meeting. Vacancies may be filled at any meeting of the Board of Trustees. Each officer shall remain in office for a term of one year until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

C. QUALIFICATIONS. To become an officer of the organization, an individual must have attended at least fifty percent (50%) of the meetings during the calendar year and have a minimum of two (2) years active service as a crew person or higher. A regular member shall be eligible to be elected to office. However, honorary members may not hold office.

D. NOMINATIONS. The nominations for officers will be held in November and December. In order to nominate or vote for officers in the December election, a regular member must have attended at least fifty percent (50%) of the meetings during the calendar year.

E. PRESIDENT. The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the membership. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

F. VICE-PRESIDENT. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

G. SECRETARY. The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Trustees.

H. TREASURER. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and, in general, perform all duties incidental to the office of Treasurer, and other duties as may be assigned by the President or Board of Trustees. The

Treasurer shall render a monthly report at each meeting and provide an annual report based on the fiscal year at a meeting designated by the Board.

ARTICLE VIII
COMMITTEES

All committees shall be designated by the President and committee chairmen shall be appointed by the President. Committees shall be formed consisting of members of the Corporation picked by the respective chairmen, but may not exercise the authority of the Board of Trustees in the management of the Corporation. All committees shall function in accordance with the rules and procedures established by these By-Laws. Current committees are Fundraising; By-Laws; Website; and Welfare and Awards.

ARTICLE IX
SEAL

The seal of the Corporation shall be in the form affixed immediately below.

ARTICLE X
AMENDMENTS

These By-Laws may be amended or repealed as follows:

1. There must be 3 readings at consecutive meetings; and
2. By an affirmative vote of at least 75% of the people at the meeting.

ARTICLE XI
CONFLICT OF INTEREST POLICY

A.
PURPOSE

The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

B.
DEFINITIONS

1. Interested Person

Any director, trustee, principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with an entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest if the appropriate governing board or committee decides that a conflict of interest exists.

C.
PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make a decision whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

a. If the governing board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed; and

b. The names of the persons who were present for discussions and votes related to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

E. COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services, is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, individually or collectively, is prohibited from providing information to any committee regarding compensation.

F.
ANNUAL STATEMENTS

Each trustee, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such a person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands that 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.

G.
PERIODIC REVIEWS

To insure that the Organization operates in a manner consistent with charitable purposes and does not engage in activities which could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms-length bargaining;
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

H.
USE OF OUTSIDE EXPERTS

When conducting the periodic reviews, as provided for in Article VI, the Organization may, but not need to, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for insuring periodic reviews are conducted.