

RIAFC Foundation
Constitution and By-Laws



Amended and Adopted May 28, 2015

RIAFC FOUNDATION CONSTITUTION AND BY LAWS
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**RHODE ISLAND ASSOCIATION OF FIRE CHIEFS FOUNDATION
CONSTITUTION AND BY LAWS
AMENDED & ADOPTED ON May 28, 2015**

ARTICLE I

BASIC PROVISIONS

Section 1. Name

This organization shall be known as the RIAFC Foundation, and it shall be a non-profit corporation.

Section 2. Purpose

The purpose of this non-profit corporation is to be a public charity whose focus is to raise funds, and disseminate those funds, to aid the education and training of the fire service as well as to support, and work closely with organizations and members of the community whose charitable efforts strengthen the fire service and the community in general. To accomplish this purpose the Foundation shall:

- a) Provide for the assembly of RIAFC Foundation Directors and Executive Board members to discuss ways and means to raise and disseminate funds that will be used for the betterment of the fire service and the community in general.
- b) To cooperate with all allied and interested organizations that promote programs that further the education and training goals and objectives of the fire service.
- c) To help fund and encourage the development of public education in fire prevention for the preservation of human life and protection of property and material resources from destruction by fire.
- d) To financially assist the expansion of present facilities for fire department training and to sponsor higher education for fire officers and personnel in technical branches and specialties of the fire service.
- e) To promote programs for fire fighter's health and safety that create a work environment that reduces the risk to members of the fire service.
- f) To support and encourage fire service training and education in the delivery of pre-hospital emergency care and medical services at various proficiency levels to relieve human suffering and trauma.

Section 3. Dissolution

- a) If at any time the Foundation shall cease to carry out the purpose as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization, selected by a majority of the Board of Directors of the Foundation, which has similar purposes and has established its tax exempt status under section 501c (3) of the Internal

Revenue Service code of 1934 as now enacted, or as may hereafter be amended, and such assets and property shall be applied exclusively for such charitable, training and education programs.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Membership

- a) The membership of the RIAFC Foundation will be known as the Board of Directors. Directors shall be limited to any person who is currently an active, sustaining, retired/life, social, associate or vendor/corporate member in good standing of the Rhode Island Association of Fire Chiefs.
- b) Membership of the Board of Directors possesses the right to vote on all motions.

ARTICLE III

APPLICATION FOR DIRECTOR MEMBERSHIP AND ASSESSMENTS

Section 1. Application for Director membership

- a) A candidate for membership must submit a completed application form. The Secretary shall post the candidate's name in the next notice of a regularly scheduled meeting and read the application to the Executive Board for approval.
- b) The Executive Board shall review the application and make a recommendation to the Board of Directors at the next regularly scheduled meeting. A simple majority vote of the Directors present shall approve or reject the application.
- c) Only an individual's name shall appear on an application.
- d) The Secretary shall notify all candidates for membership about the final status of their application. A copy of the bylaws will be maintained and posted on the RIAFC website.

Section 2. New Director Application Assessment

- a) Upon application for membership all new members shall submit a one time \$10 application and processing fee, made payable to the RIAFC Foundation.

ARTICLE IV

MEETINGS

Section 1. Meetings

- a) The quarterly meetings of the RIAFC Foundation shall be held during January, April, September and December Rhode Island Association of Fire Chief's meetings.

Section 2. Annual Meeting

- a) The Annual Meeting shall be in January each year, during the January Rhode Island Association of Fire Chief's meeting.

Section 3. Installation of Officers and members of the Executive Board

All officers and directors of the Executive Board for the ensuing year shall take an oath of office at the annual installation of officers.

Section 4. Special Meeting

- a) Special meetings of the RIAFC Foundation may be called by the Executive Board upon at least ten (10) days notice by email to members of the Board of Directors. Said notice shall state the time, place, and purpose of the meeting.
- b) Emergency meetings may be called by the President within forty-eight (48) hours notice.

Section 5. Rules of Order

Except as otherwise provided by the by-laws, Roberts Rules of Order shall prevail.

Section 6. Quorum

Twelve Directors shall constitute a quorum for the transaction of business at any properly called meeting of the Foundation.

Section 7. Sign in Sheet

A sign in sheet shall be available at all meetings. The Secretary shall maintain a record of members at all meetings.

Section 8. Order of Business

- a) Minutes of Previous Meeting /secretary's report
- b) Treasurer's Report
- c) Communications
- d) Reports of Committees
- e) Old business
- f) New business
- g) Adjournment

ARTICLE V

ELECTIONS

Section 1. Nominations

The President shall appoint a two member nominating committee at the annual January meeting meeting. Said committee shall seek out appropriate candidates for each office and nominate those candidates at the September quarterly meeting.

Section 2. Elections.

Elections shall be held annually in the month of December. The nomination committee shall prepare and count all ballots. At any election, the person receiving the most votes for an office, not exceeding the number of persons to be chosen, shall be elected to office.

ARTICLE VI

OFFICERS

Section 1. Executive Board

- a) The nine member RIAFC Foundation Executive Board shall consist of a President, Vice President, Secretary, three Director Representatives and the current President, Treasurer and Executive Director of the Rhode Island Association of Fire Chiefs.
- b) The term of office for the President, Vice President and Secretary shall be for one year to commence on the first day of January. With the approval of the Executive Board, the President, Vice President & Secretary may choose to continue to serve beyond their one year term of office. A majority vote of the Directors present at the election of officers meeting would be required to affirm this extension.
- c) The term of office for the Director Representatives shall be for three years with one Director elected per year. To initiate the staggered terms of office the initial election shall be one Director Representative for a one-year term, one Director Representative for a two-year term and one Director Representative for a three-year term. All subsequent Director elections shall be for a three-year term. Only Active Rhode Island Association of Fire Chiefs members shall be eligible for Director Representative
- d) A Director elected to occupy a vacant yet active term will occupy this position until said term expires.

Section 2. President

- a) The President shall be the official representative and spokesperson for the Foundation. He shall preside at all meetings of the Executive Board.

- b) The President shall:
- 1) Sign all papers executed by or on behalf of the Foundation that require the signature of the President.
 - 2) Receive and lay before the Directors at their meetings and at such other times deemed necessary, the reports of the Executive Board and committees.
 - 3) Generally do and perform such duties pertaining to his office as are required of him by the Constitution and by-laws or as are not otherwise specifically provided to be performed by some other officer or officers, and as may be required of him by the Foundation or Board of Directors.
 - 4) Poll all members of the Board of Directors for opinions on subjects considered urgent by him to take such action as may be approved by a majority of the Directors polled.
 - 5) Appoint all committees not otherwise provided for by the By-Laws and to serve as an ex-officio member of all committees.
 - 6) Approve all expense allowances for members of the Executive Board who travel to meetings called to transact the business of the Foundation.
 - 7) Be responsible for the supervision, management, maintenance, and administration of all business of the Foundation subject to the policies and direction established by the Executive Board to include all Foundation meetings and events.
 - 8) Prepare an annual budget.
 - 9) Submit a monthly report to the Executive Board covering the activities of the Foundation, including a statement of revenues and disbursements from the approved budget.
 - 10) Maintain a By-Laws and policies for guidance of all officers and committees. (see addendum 1)
 - 11) No later than February 28th of each year submit a report to the Executive Board on the previous year's activities and state of the Foundation.
 - 12) Support, administer, and maintain the policies established by the Executive Board, represent the Foundation and speak in its name according to the policies established by the president and Executive Board.
 - 13) Expend or authorize the expenditure of any funds for the normal operations of the Foundation as provided for in the budget.
 - 14) Be responsible for the custody of all assets of the Foundation with the advice and approval of the Executive Board.

- 15) Publish the annual audit report and distribute it to the Directors.
- 16) Shall coordinate all public relations, press releases, and public appearances for the Executive Board

Section 3. Vice President

- a) In the absence or inability of the President to fulfill the duties of the office, the Vice President shall assume the duties of the President.
- b) Assist the President in conducting the business and enforcing the policies of the Foundation and perform such other duties as may be prescribed by the Executive Board.

Section 4. Secretary

- a) The Secretary shall keep a complete and permanent record of all meetings of the Foundation and Executive Board, to be kept for that purpose, and certify by his signature the actions of those bodies.
- b) Give notice of all meetings.
- c) Maintain a current list of the Board of Directors of the Foundation.
- d) Receive all applications for membership.
- e) Maintain the Foundation seal and official documents and records of the Foundation.

Section 5. Treasurer

- a) Shall have custody of all funds belonging to or under the control of the Foundation, and shall deposit all funds coming into his hands in such depositories as may be designated by resolution of the Executive Board.
- b) Pay out Foundation funds by check or other such methods approved and authorized by the Executive Board
- c) Prescribe and maintain an accounting system for the Foundation. Adopt and require standard accounting procedures for all accounts, which shall include the amounts of all deposits, the amount paid from each, and show in reasonable detail the persons to whom and the purposes for which the payments were made, the unpaid obligations against each and the unencumbered balances.
- d) Prepare and maintain an accounting system for the Foundation. Adopt and require standard accounting procedures for all accounts, which shall include the amounts of all deposits, the amount paid from each, and show in reasonable detail the persons to whom and the

purposes for which the payments were made, the unpaid obligations against each and the unencumbered balances.

- e) Consult with the President during budget preparation prior to consideration by the Executive Board.
- f) Work with the President in all matters related to the finances of the Foundation.

The Treasurer shall be bonded.

ARTICLE VII

EXECUTIVE BOARD

Section 1. Organization

There shall be an Executive Board of nine (9) consisting of the President, Vice President, Secretary, three Director Representatives, and the current President, Treasurer and Executive Director of the Rhode Island Association of Fire Chiefs.

- a) The Executive Board shall meet at such time and place, as it shall determine but not less frequently than once each month. A special meeting of the board may be called by the President or by a majority of the members of the Board. Notice of a special meeting shall be given to each member at least forty eight (48) hours prior to said meeting. The Board may meet upon shorter notice by unanimous consent of all its members, which shall be entered into the minutes of the meeting.
- b) The Executive Board shall be the policy deciding body, of the Foundation. All powers of the Foundation, excepting such as may belong to the Foundation meeting or to other officers, as provided in these By-Laws, shall be vested in the Executive Board. Without limitation of the foregoing grant or other powers given to it by these By-Laws, the Executive Board shall have the power to:
 - 1. Determine its own rules of order of business and to keep a journal of its proceedings.
 - 2. Approve Foundation expenditures
 - 3. Inquire into the conduct of any Foundation member.
 - 4. Determine the eligibility of any candidate for Director.

Section 2. Other Duties

- a) The Executive Board shall take appropriate action in the event a member is sick or injured or suffers the death of a member of his immediate family.

Section 3. By-Law Amendments

No amendments to the By-Laws shall be submitted to the membership before the Executive Board approves them.

ARTICLE VIII

STANDING COMMITTEES

Section 1. Standing Committee Appointment and Responsibilities

- a) All standing Committees shall be appointed at the annual meeting and shall for the remainder of the calendar year.
- b) All committees shall meet at such time and place, as they shall determine. A permanent record shall be kept of all proceedings and a written copy shall be filed with the Secretary at the end of each month.

Section 2. Audit Committee

- a) The Audit Committee shall consist of two Directors who are appointed by the Executive Board. Said committee shall provide for an annual detailed audit of the financial records of the Foundation for the preceding fiscal year, such audit to be made within six (6) months of the close of such fiscal year.
- b) Audits shall conform to generally accepted accounting procedures necessary for the auditors to express an informed opinion of the financial condition of the Foundation.
- c) A copy of the audit shall be filed with the Secretary.

Section 3. Special Planning Committee

- a) The Special Planning Committee shall consist of at least two (2) Directors appointed by the Executive Board.
- b) The duties of this committee shall be to:
 - 1) Propose plans and strategies to the Executive Board that support the organization's goals and purpose.
 - 2) Execute approved plans and strategies.

Section 4. Constitution and By-Laws Committee

- a. The Constitution and By-Laws Committee shall consist of at least two (2) Directors appointed by the Executive Board.
- b. The duties of this committee shall be to:

- 1) Consider written requests for changes to the Constitution and By-laws and to refer recommendations on such requests to the Executive Board.
- 2) Review the current Constitution and By-Laws and make recommendations to the Executive Board for appropriate amendments and revisions.
- 3) Interpret the By-Laws (their interpretation shall be final)

ARTICLE IX

GENERAL PROVISIONS

Section 1. Amendments to the Constitution and By-Laws

- a) Proposed amendments to the Constitution and By-Laws must be submitted in writing to the Constitution and By-Laws Committee by the close of the quarterly meeting for the month of April. After due consideration, the committee shall forward the proposed amendments with recommendations to the Executive Board. The Executive Board shall act on the committee's recommendations and refer approved amendment proposals to the September quarterly meeting of the full membership. Amendment proposals shall be read at the meeting and referred to the December quarterly meeting for a final vote.
- b) The Constitution and By-Laws may be amended by a two thirds vote of the Directors present at a regular meeting of the Foundation held in accordance with these Constitution and By-Laws.
- c) All alterations, amendments, or revisions shall take effect immediately upon adoption by the Directors unless otherwise specified.

Section 2. Oath of Office

I, (state name), do Solemnly swear that I will be true and faithful to the State of Rhode Island and the United States of America, and support the laws and constitution thereof, and that I will well and faithfully discharge the duties of (state your office) of the RIAFC Foundation, until I be legally discharged there from, so help me God”.

Section 3. Constitution and By-Law Adoption

These Constitution and By-Laws shall be in effect from and after adoption by membership of the RIAFC Foundation.

Addendum 1. Donation/ Grant Policy for RIAFC Foundation Donations/Grants

Any donation(s) in excess of \$250.00 shall require the person, organization or entity etc., to which the money will be donated, shall submit a request for said donation in writing to the RIAFC Foundation Board Secretary no less than 30 days prior to the monthly RIAFC of Directors Board meeting. Said request shall include but is not limited to, what the donated money will be used for and the time period in which the donated money will be used.

Any donation(s) request of \$1000.00 or more shall require the person, organization or entity etc., to which the money will be donated shall submit a request for said donation in writing to the RIAFC Foundation Board Secretary no less than 30 days prior to the monthly RIAFC Foundation Board of Directors meeting. Said request shall include but is not limited to, what the donated money will be used for and the time period in which the donated money will be used. The person, organization or entity etc., making the request for donation shall be required to appear before the RIAFC Foundation Board of Directors prior to said donation being approved by the RIAFC Foundation Board of Directors.

If the RIAFC Foundation Board of Directors has previously approved a donation(s) of \$1000.00 or more, prior to any additional funds being approved within a 5 year period the person, organization or entity etc., to which the money was donated shall submit a request for said donation in writing to the RIAFC Foundation Board Secretary no less than 30 days prior to the monthly RIAFC Foundation Board of Directors meeting. Said request shall include but is not limited to what the donated money will be used for and the time period in which it will be used. The person, organization or entity etc., making the request for an additional donation from the RIAFC Foundation shall prepare and submit a detailed accounting of how the previous donation from the RIAFC Foundation was used prior to the RIAFC Foundation Board of Directors authorizing any additional donation(s).

Dates of submitted and approved amendments.

By-Laws amendments submitted by the By-Laws Committee to the RIAFCF membership on Tuesday, April 12, 2011. Approved.

By-Laws amendments submitted by the By-Laws Committee to the RIAFCF membership on Thursday, November 15, 2012. Approved.

By-Laws amendments submitted by the By-Laws Committee to the RIAFCF membership on Thursday, May 28, 2015.