

# Section VIII



By-Laws

of the

Illinois Firefighter's

Association Foundation

## **Article I Offices**

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent.

The principal office of the Illinois Firefighter's Association Foundation (hereinafter referred to as "Foundation" or "corporation") shall be at such location within the State of Illinois as the Board of Directors of the Foundation shall from time to time establish. Until further action of the Board, this office shall be P.O. Box 77, Glen Carbon, Madison County, Illinois. The Foundation may have such other offices, within the State of Illinois, as the business of the Foundation may require from time to time, without further authorizations, one of which offices may be that of the President of the Foundation during his/her term as President.

## **Article II Purposes and Dissolution**

The foundation shall serve the public interest and shall limit its purposes and its activities to those that are allowed to tax-exempt organizations under the Internal Revenue Code.

The corporation shall provide educational instruction, scholarships, grants, and training to individuals for under-graduate, post-graduate, and vocational education and training, for the purpose of improving their firefighting skills and capabilities, thereby lessening the danger of injury to themselves and to others.

The corporation shall provide educational instruction and training to individuals for the purpose of improving their firefighting capabilities and skills, including the conducting of educational programs during the annual state conference of the Illinois Firefighter's Association, and the holding of regional educational programs for firefighters throughout the State of Illinois.

The corporation shall provide educational instruction and training to individuals for the purpose of improving firefighting capabilities and skills by developing and distributing a firefighter training bulletin.

The corporation shall provide educational instruction and training to the public on subjects useful to the individual and beneficial to the community in lessening the danger to the public from the ravages of fire.

The corporation shall provide charitable relief from suffering by assisting the Illinois Fire Safety Alliance with

the children's "Burn Camp" Program, whereby children who have suffered physical and emotional injuries from the ravages of fire have their injuries cared for.

The corporation shall lessen the burdens of government by providing educational scholarships, grants, instruction and training to fire departments, municipal and state governmental units, for under-graduate, post-graduate, and vocational education, and training, for the purpose of improving the delivery of fire department services to the community.

The corporation shall support scientific research in the public interest, by conducting or causing to be conducted, research into technical, life safety, and other problems confronting the fire service.

The corporation shall not engage, except as an insubstantial part of its activities, in activities that are not in furtherance of an exempt purpose.

No assets of this corporation shall be distributed to or inure, in whole or in part, to the benefit of any member, officer, or director of this corporation. This provision shall not restrict the right of the corporation to compensate any officer, member, or director, or any other person, for actual services performed or expenses incurred.

On dissolution of the corporation, the assets of the corporation will be distributed for one or more exempt purposes, to be used in such a manner as shall best accomplish the general purposes for which this corporation was originally organized, as set out in this article.

## **Article III Membership and Shares**

All persons who are members in good standing of the Illinois Firefighter's Association, Incorporated, shall, by virtue of such membership in the Illinois Firefighter's Association, be members of this Foundation.

There shall be a single class of membership.

There shall be no capital stock issued by this corporation.

## **Article IV Board of Directors**

**Section 1 - General Powers.** The business and affairs of the Foundation shall be managed by its Board of

Directors.

**Section 2 - Number, Tenure and Qualifications.** The Board of Directors shall be eighteen in number.

Each director shall serve until the next annual meeting of members and until a successor has been chosen and shall assume office.

No person shall serve as an officer or director of the Foundation unless that person is, at the same time, either an officer or director of the Illinois Firefighter's Association, Incorporated.

**Section 3 - Annual Meeting.** The annual meeting of the Board of Directors shall be held, without other notice than this bylaw, on the Thursday before the weekend of the annual Illinois Firefighter's Association Conference, and at the same place as the annual meeting of members.

The Board of Directors may provide, by resolution, for the holding of additional regular meetings.

**Section 4 - Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Illinois, as the place for holding any special meetings of the Board of Directors called by them. If no place is designated for the meeting, the meeting shall be held at the office of the registered agent.

**Section 5 - Notice.** Notice of any regular or special meeting (excluding the annual meeting referred to above) shall state the date, time, and specific place of the meeting, and the purpose of such meeting.

Notice of any regular or special meeting (excluding the annual meeting referred to above) shall be given at least ten (10) days previous thereto by written notice to each director at his/her business address, as shown on the membership records of the Foundation. Notice shall be given by personal delivery, by mail, by fax transmittal, or by telegram.

If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by fax transmittal, such notice

shall be deemed to be delivered when the notice is transmitted by the sending fax modem.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6 - Quorum.** A majority of the number of Directors fixed by these bylaws shall constitute a quorum for transaction of business at any meeting of the Board of Directors; provided, that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

**Section 7 - Manner of Acting.** The act of the majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the articles of incorporation, or these bylaws.

**Section 8 - Informal Action by Directors.** Unless specifically prohibited by the Articles of Incorporation, state statute, or these bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof, or by all the members of the Executive Committee entitled to vote with respect to the subject matter thereof. Action taken by consent as set out in this section shall have the same effect as action by unanimous vote at a meeting of the Board or Committee.

**Section 9 - Presumption of Assent.** A director of the Foundation who is present at a meeting of the Board of Directors or Executive Committee at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting. Such dissent shall be filed before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 10 - Removal of Director.** A director may be

removed for such reasons and under such circumstances as are specified by statute.

## **Article V Officers and Executive Committee**

**Section 1 - Number, Tenure, and Qualifications.** There shall be three officers of the Foundation: a president, a vice-president, and a secretary/treasurer.

The officers of the Foundation shall be elected annually by the Board of Directors, at the regular annual meeting of the Board, or as soon thereafter as may be convenient. Each officer shall serve until a successor has been chosen and shall assume office.

**Section 2 - The officers of the Foundation shall constitute the Executive Committee of the Foundation.**

The officers of the Foundation shall meet, without other notice than this bylaw, at 2:00 p.m. on the Thursday before the Annual Illinois Firefighter's Association Conference, and at the same place as, the annual meeting of the Board of Directors. The purpose of this meeting, among others, shall be to select a president of the Foundation for the coming year.

The Executive Committee shall meet at such other times as the Board shall from time to time establish.

**Section 3 - The Officers of the Foundation shall be elected from the Officers and Directors of the Illinois Firefighter's Association by the Board of Directors.**

**Section 4 - Removal of Officer.** An officer may be removed for such reasons and under such circumstances as are specified by statute.

## **Article VI Members and Member Meetings**

**Section 1 - Annual Meeting.** The annual meeting of the members of the corporation shall be held each year, without other notice than this bylaw, on the Friday morning of the weekend of the annual Illinois Firefighter's Association State Conference, in the room in which general sessions of the conference are held. The purpose of the meeting shall be the election of directors and for the transaction of such other business as may lawfully come before the meeting.

**Section 2 - Special Meetings.** Special meetings of the

members of the corporation may be called by the President of the Foundation, by a majority vote of the Board of Directors, or by action of not less than one-fifth of all of the members of the Foundation.

**Section 3 - Place of Meeting.** The call for the special meeting of the members of the corporation shall designate the date, time, and place of the meeting which place may be any location within the State of Illinois. If no place is designated for the meeting, the meeting shall be held at the registered office of the Foundation.

**Section 4 - Notice of Special Meetings.** Written notice stating the place, date, and hour of the special meeting, and the purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than forty (40) days before the date of the special meeting to each member.

If the meeting is adjourned, notice need not be given of the adjourned meeting if the date, time, and place thereof are announced at the meeting at which the adjournment is taken.

Notice shall be given to each member at his/her business address, as shown on the membership records of the Foundation. Notice shall be given by personal delivery, by mail, by fax transmittal, or by telegram.

If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by fax transmittal, such notice shall be deemed to be delivered when the notice is transmitted by the sending fax modem.

Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5 - Meeting of all Members.** If all the members of the corporation shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action of the Foundation may be taken.

**Section 6 - Voting Lists.** The secretary shall maintain and make, at least ten (10) days before each meeting of the members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, with the address of each. Such lists, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Foundation and shall be subject to inspection by any member at any time during usual business hours. Such lists shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

**Section 7 - Quorum.** Ten per cent of the members of the Foundation present at any such properly called and noticed meeting, represented in person, shall constitute a quorum at any meeting of the members. If a quorum is present, the affirmative vote of the majority of the members, (unless the vote of a greater number of votes is required by law, the Articles of Incorporation or these bylaws) shall constitute the action of the corporation.

**Section 8 - Voting.** Subject to the provisions of this Article, each Member shall be entitled to one vote upon each matter submitted to vote at a meeting of the members.

No voting by proxy shall be permitted.

Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any member shall demand that voting be by ballot.

## **Article VII Contracts and Finances**

**Section 1 - Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation. Such authority shall be confined to specific instances.

**Section 2 - Loans.** No loan shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority shall be confined to specific instances.

**Section 3 - 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 Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4 - Deposits.** All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Treasurer may select with the concurrence of the Board of Directors.

**Section 5 -** The Board of Directors may receive from public, private, industrial, and governmental sources on behalf of the corporation any gifts, grants, bequests, contracts, legacies, and donations of money, real and personal property, services and other things of value for the general purpose of the foundation, and for any special purpose of the foundation, provided that no such gift shall be used for any purpose not consistent with the activities of a tax-exempt corporation.

## **Article VIII Fiscal Year**

The fiscal year of the Foundation shall begin on the first day of January in each year and end on the last day of December of each year.

## **Article IX Seal**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words, "Corporate Seal, Illinois".

## **Article X Waiver of Notice**

Whenever any notice is required to be given under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of any applicable statute of the State of Illinois, 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 XI Indemnification**

**Section 1 - Indemnification.** The Foundation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened or pending civil or administrative proceeding by reason of the fact that he or she is or was an officer, director, or agent of the foundation, or is or was serving at the request of the foundation, against expenses (including attorneys fees), judgments, and amounts paid in settlement actually and

reasonably incurred by such person in connection with such proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Foundation, and had no reasonable cause to believe his or her conduct was unlawful.

**Section 2 - Determination of Conduct.** Any indemnification under this article shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not party to such proceeding. If such a quorum is not obtainable, then such determination shall be made by the members of the corporation.

**Section 3 - Indemnification not Exclusive.** The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled, and shall inure to the benefit of the heirs and successors of such person.

## **Article XII Amendments**

The power to make, alter, amend, or repeal the bylaws of the Foundation shall be vested in the Board of Directors and may be accomplished upon a two-thirds vote of the Board of Directors then holding office. The bylaws may contain any provisions for the regulation and management of the affairs of the Foundation not inconsistent with law or the Articles of Incorporation.

These bylaws adopted by formal action of the Board of Directors of the Foundation on the 24th day of October 1996.

## **Contacting the IFA**

Who: Members, non-members, supporters

When: Anytime

- Why:
1. To share/exchange information
  2. To seek information/helps member
  3. To update/download your IFA file
  4. To renew membership
  5. To apply as new member
  6. To inquire about training program
  7. To apply for scholarship
  8. To register for annual conference
  9. To serve as co-sponsor of IFA organization/activities/event
  10. To become a firefighter or EMT
  11. To teach a training course - experts only, please
  12. To make memorial bequeath or give donation or gift
  13. To donate item(s) to bi-annual Children's Burn Camp Auction
  14. To donate/sell/trade apparatus, equipment, tools, gear, etc.

How: Kerry Federer, Secretary/Treasurer  
Phone 618.882.4783  
Cell 618.830.3961  
Fax 618.882.7287

John Swan, President  
Phone: 309.314.0939  
Fax: 309.792.3250

Terry Ford, Vice-President  
Phone 618.977.2843

<http://www.illinoisfirefighters.org>