



ILLINOIS FIRE CHIEFS' ASSOCIATION EDUCATIONAL AND RESEARCH FOUNDATION

By-Laws Amended and Adopted: July 22, 2010

ARTICLE I. OFFICES

The principal offices of the Illinois Fire Chiefs' Association Educational and Research Foundation (hereinafter referred to as "Foundation") shall be located in the State of Illinois and the County of Cook. 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 term as President.

ARTICLE II. PURPOSES

The purposes of the Foundation are those enumerated in the Articles of Incorporation, dated December 20, 1978, Amended May 20, 1980, and May 11, 2007:

The corporation is organized exclusively for charitable, educational, religious, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code:

INUREMENT OF INCOME: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

LEGISLATIVE OR POLITICAL ACTIVITIES: No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

OPERATIONAL LIMITATIONS: Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation to which contributions are

deductible under Section 170 (c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law)..

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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, and/or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

To operate as a not-for-profit corporation under the laws of the State of Illinois;

To receive from public, private, industrial and governmental sources any gifts, grants, bequests, contracts, legacies, and donations of money, real and personal property, services and other things of value and to disburse funds for the promotion of the objectives of this corporation consistent with the limitations on charitable, educational, and research groups as not-for-profit corporations under the laws of the State of Illinois and of the United States;

To conduct or cause to be conducted research and development of managerial and personnel systems, education, and training for governmental and fire service administration;

To provide educational scholarships and grants to students, educational institutions, fire service organizations, municipal and state governmental units, and fire departments for under-graduate, post-graduate, and vocational education, training, and research;

To conduct or cause to be conducted research into technical, life safety, scientific, and other problems confronting the fire service;

To preserve and protect the information, processes, plans, equipment, technical data, and all other results and developments arising by the efforts of the corporation by patent, copyright, and other rights at law and to license such rights for the benefit of the corporation and the general public of the State of Illinois specifically and the public welfare in general;

To engage in any other act or acts consistent with the purposes of this corporation and consistent with the laws of this state. No assets of this corporation shall be distributed to, or inure 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; membership classes shall be as stated in the by-laws. There shall be no capital stock issued in this corporation.

ARTICLE III 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 minimum number of Directors shall be thirteen and maximum eighteen. By reason of his office, the President of the Foundation shall be a Director and Chairman of the Board of Directors (1). The President of the Foundation shall appoint four (4) Directors. By reason of his office, the Second Vice President of the Illinois Fire Chiefs' Association shall be a Director (1). The President of the Illinois Fire Chiefs' Association shall appoint six (6) Directors.

The qualifying elements to be considered as a Foundation Director should include work experience in public service; or academia; or business profession. Directors should have a willingness and desire to advance the Foundations Mission. Directors should be able and willing to commit the necessary time to attend board meetings, work on committees, and other special assignments when requested.

Up to six (6) additional Directors shall be appointed from time to time by a majority vote of all the Directors holding office at the time of such vote, with the understanding that other organizations may be represented as designated by the Board of Directors of the Foundation.

Other than those sitting as Directors by reason of their office, each Director shall be appointed for a three year term of office. Directors need not be residents of Illinois or members of the Illinois Fire Chiefs' Association.

Nothing herein shall preclude any reappointment or succession in office of any Director for an additional term or terms.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this by-law. The Board of Directors may provide, by resolution, the time and place (either within or without of the State of Illinois) for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. QUORUM. A majority of the number of Directors fixed by these By-laws 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 from time to time without further notice.

SECTION 5. 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.

SECTION 6. VACANCIES. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by appointment for the unexpired term of such Director whose office has become vacant and such appointment shall be accomplished by the respective appointing authority in the same manner as set forth herein for original appointments.

SECTION 7. INFORMAL ACTION BY DIRECTORS. Unless specifically prohibited by the Articles of Incorporation or these By-Laws, 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 thereof, may be taken without a meeting of consent in writing, setting forth the action so taken, and 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 shall have the same effect as a unanimous vote.

SECTION 8. PRESUMPTION OF ASSENT. A Director of the Foundation who is present at a meeting of the Board of Directors 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 he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV. OFFICERS

SECTION 1. NUMBER. The Officers of the Foundation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors) and a Secretary-Treasurer. The Board of Directors may appoint the Executive Director of the Illinois Fire Chiefs' Association to serve as Secretary-Treasurer but shall not be a voting member of the Board. Assistant Secretaries, Treasurers or other officers may be elected or appointed by the Board of Directors as they deem necessary. Such elected or appointed positions shall be made from the members of the Board. The individuals holding these positions shall comprise the Executive Committee which shall have the responsibility of conducting the business of the Foundation in the interim between regular or special meetings of the Board of Directors. Any unbudgeted expenditure of the funds of the Foundation in excess of fifteen hundred dollars (\$1,500.00) shall require a majority vote of the members of the Executive Committee.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the Foundation shall be elected by the Board of Directors at the first meeting of the Board of Directors held in January of each year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall no longer be a Director.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in the judgment of a majority of the Directors acting as a Board of Directors, the best interests of the Foundation 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 Directors for the unexpired portion of the term thereof.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the Foundation and shall, in general, supervise and control all of the business and affairs of the Foundation. He shall be the Chairman of the Board and preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Foundation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE-PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to the restrictions upon the President. Any Vice-President may sign, with the Secretary or an Assistant Secretary, certificates for votes of the Foundation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the

Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; Further, will submit all necessary financial reporting/filing and audits to both the Internal Revenue Service and Illinois Attorney General's Office for yearly compliance; and (b) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. SECRETARY. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all certificates for votes prior to the issue thereof and to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these By-laws; (d) keep a register of the post-office address of each Director; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Executive Director, respectively, or by the President or Board of Directors.

ARTICLE V. MEETINGS

SECTION 1. ANNUAL MEETING. The annual meeting shall be held during the Illinois Fire Chiefs' State Conference each year, beginning with the year 1986, at the hour mutually agreed upon between the Foundation President and Conference Chairman, the transaction of such business as may come before the meeting by the Board of Directors. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this by-law. The Board of Directors may provide, by resolution, the time and place (either within or without of the State of Illinois) for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any time and place, either within or without the State of Illinois, as the place for holding any special meetings of the Board of Directors called by them.

SECTION 5. NOTICE. Notice of any special meeting shall be given at least two (2) days previous thereto by written notice delivered personally or; mailed (USPS) to their address on file or; electronically. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is confirmed with a reply to the sender of the notice. 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. ELECTRONIC VOTING BY EXECUTIVE BOARD. When deemed appropriate by the President, members of the Executive Board may conduct business electronically. All executive members shall have the opportunity to take part in the electronic discussion and vote on the motion. A motion will be considered passed if a majority of the Executive Board has voted in favor of the motion. All motions passed electronically will be read into the minutes at the next Executive meeting.

ARTICLE VI. CONTRACTS, LOANS, CHECKS DEPOSITS

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 and 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.

**ARTICLE VII.
STANDING COMMITTEES**

There shall be four (4) standing committees of the Board: the Scholarship Committee, chaired by a Vice President; the Finance Committee, chaired by the Treasurer; the Fund Raising Committee, chaired by a member appointed to the position by the President; and the Grant Committee, chaired by a Director appointed to this position by the President. Each committee shall have a minimum of three (3) members, selected by the President with the advice and consent of the Board of Directors. Additional members may be assigned and each committee shall have the responsibility of conducting its business. However, each committee must report its recommendations, deliberations, and plans at each regular meeting of the Board and at special meetings of the Board of Directors as directed.

The President and/or the Board of Directors may appoint ad hoc committees at his/their discretion, as the case may be.

**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 in 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 By-Laws 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.
AMENDMENTS**

The power to make, alter, amend, or repeal the By-Laws 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 By-Laws 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 By-Laws adopted by formal action of the Board of Directors of the Corporation on the 22nd day of July, 2010.



Andrew O'Donnell, President



Robert M. Buhs, Executive Director

DATES OF AMENDMENTS TO ORIGINAL BY-LAWS

BY-LAWS AMENDED

Approved at the Board of Directors' meeting, July 19, 1988, major revision of Article IV., Section 2.

BY-LAWS AMENDED

Approved at the Board of Directors' meeting, September 20, 1988, revision of Article V, Section 1. Added phrase "The Board of Directors may appoint the Executive Officer of the Illinois Fire Chiefs' Association to serve as Secretary-Treasurer but shall not be a voting member of the Board."

BY-LAWS AMENDED

Approved at the Board of Directors' meeting, September 18, 2007, revision to Article II: Purpose - to reflect IRS non-for-profit status; Article III: Delete in its entirety; Article IV: Board of Directors - to change the minimum and maximum numbers of Board members; Article V, Section 1, Officers - to reflect Executive Director instead of Officer and to increase the spending to \$1,500.00 without Board approval; Article V, Section p: to reflect Executive Director responsible for the assistant Treasurer and Secretary, Article VIII: Standing Committees - to reflect the current committees of Scholarship and Grant Committees; Article IX: Fiscal Year - to reflect the calendar fiscal year of January 1 to December 31.

BY-LAWS AMENDED

Approved at the Board of Directors' meeting, July 22, 2010, revision to Article IV; Section 6: Purpose – Allow Electronic voting of the board on issues that may rise between meetings.