**Renton Firefighters Benevolent Association**

**CORPORATE BYLAWS**

**ARTICLE I – Name**

The name of the organization shall be the Renton Firefighters Benevolent Association. (Herein after “Association”).

**ARTICLE II – Seal**

The association shall have a seal of such design as the Board of Directors may adopt. The Association shall have the sole right to control completely the use of the seal, and such Trademarks or other Indicia as the Association may adopt.

**ARTICLE III – Object**

The object and purpose of this Association, organized as a non-profit corporation, shall be to promote the development, implementation and ongoing support of programs for the health, welfare, safety and education of firefighters and the greater community in which they serve; all within the meaning of Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE IV – Members**

**Section 1. Classification.**  The Association shall have the following membership classifications:

1. **Basic**. Any individual with a genuine interest in the advancement of the Associations purpose as outlined in Article III may qualify for membership based on the categories and criteria defined as:
2. **Voting Member**. Uniformed employees of the Renton Fire Department.
3. **Friend of the Association**. Any individual with a genuine interest in the Association and a desire to contribute additional financial and or volunteer support to the Association may become a Friend of the Association based on the membership criteria outlined in the basic membership classification.
4. **Honorary Life Membership**. Upon the signed recommendation of two members and a three-fourths vote by ballot at the annual business meeting, honorary life membership may be conferred upon an individual who shall have rendered notable service to the Association. An honorary member shall have none of the obligations of membership and shall be entitled to all of the privileges except those of making motions, voting, or holding office.

**Section 2. Eligibility for Membership**. A member shall be admitted upon submission of a request in writing addressed to the Board of Directors. The Association reserves the right to reject any membership application to the Association by a two-thirds vote of the Board of Directors. Uniformed employees of the Renton Fire Department shall automatically qualify for membership.

**Section 3. Resignation**. Any member desiring to resign from the Association shall present a resignation in writing to the Secretary, who shall present it to the Board of Directors for action. Any member who resigns or otherwise withdraws, voluntarily or involuntarily, from the Association shall cease to have any interest in the funds, assets, or activities of the Association.

**Section 4. Reinstatement.** Any member who has resigned and whose resignation was accepted shall be granted reinstatement upon application and approval of the Board of Directors.

**Section 5. Suspension or Termination of Membership.** The Board of Directors has the power to suspend or terminate members, to suspend, or to expel members in accordance with the Association bylaws and in accordance with Chapter XX or *Robert’s Rules of Order*.

**ARTICLE V – Dues**

**Section 1.** There are no dues for membership.

**ARTICLE VI – Officers**

**Section 1. Elected Officers**. The elected officers of the Association shall be a President and six (6) Directors who shall be known as the Board of Directors.

1. The president shall be elected by the membership as directed in Article VII.
2. The Vice-President, Secretary shall be elected by the Board of Directors from the six Directors.
3. The Treasurer of Local 864 will also be the Treasurer of the Benevolent Association
4. These offers shall perform the duties prescribed in these bylaws and in the adopted Parliamentary authority.

**Section 2. Appointed Officers**. A Parliamentarian shall be appointed by the President with the approval of the Board of Directors.

**Section 3. Qualifications for Office**. To be eligible for the office of President or Director, an individual shall have been a member of the Association at least one year at the time of taking office. Any person holding the office of President or Director must maintain a current membership in the Association.

**Section 4. Term of Office**. The elected officers shall assume office on January 1st following the election, becoming final. Officers shall serve until the completion of their term or until their successors assume office. In the event of an emergency election, the selected officers shall assume office immediately upon the election becoming final and serve in office for the remainder of that term or until their successors assume office.

1. **President**. The President shall serve a two year term and shall be eligible for re-election to one additional two year term.
2. **Directors**. A Director shall serve staggered two year terms and shall be eligible for re-election for an additional two year staggered term in this office. Terms in office shall be overlapped so that each year half of the Directors shall be placed in order to provide continuity from year to year. Directors shall serve either as an officer or a standing committee chairman or both.
3. **Maximum Number of Terms**. Term limits are not limited.

**Section 5. Vacancy in Office**. In case of a vacancy in the office of President, the Vice-President shall serve as President for the remainder of the term. If one seat on the Board of Directors becomes vacant it shall be filled by an appointment of the Board of Directors by a majority of the board members present and voting.

**Section 6. Emergency Election**. If two or more offices on the Board of Directors become vacant at the same time, the remaining Board Members shall declare a need for an Emergency Election. If an Emergency Election is declared by a majority of Board Members present and voting. The Nominating Committee shall immediately begin the election process as described in Article VII. The time frame required for a regular election shall be suspended.

**Section 7. Duties of Officers**. The elected officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the Board of Directors, by the President, or in the adopted parliamentary authority.

1. **Duties of the President**. The President shall:
	1. Preside over all meetings of the Board of Directors, serve as Chairman of the Board, be the chief executive officer and official spokesman of the Association.
	2. Appoint, subject to the approval of the Directors, one member at large to serve on the ethics committee.
	3. Appoint, subject to approval of the Directors, the Chairman or standing and special committees with the exception of the Nominating Committee.
	4. Appoint, subject to the approval of the Directors, members of the Finance and Audit Committees.
	5. Appoint, subject to the approval of the Directors, a Parliamentarian who shall serve as consultant.
2. **Duties of the Vice-President**. The Vice-President shall serve in the absence of the President and, shall perform such other duties as prescribed by the President.
3. **Duties of the Secretary**. The Secretary shall:
	1. Record the minutes of all meetings of the membership, the Board of Directors, and the Executive Committee.
4. **Duties of the Treasurer**. The Treasurer shall:
	1. Be custodian of all Association funds**.**
	2. Serve as Chairman of the Finance Committee.
	3. Make a financial report to the board of directors at each meeting, and at any other time when requested by the President or Board of Directors.
	4. Submit the most recent budget report and financial statement to the annual meeting.
5. **Duties of the Directors**, The remaining Directors shall serve as standing committee chairman.
6. **Duties of the Parliamentarian**. The Parliamentarian shall”
	1. Advise the President, the Board of Directors, the Executive Committee and the members about proper parliamentary procedure.
	2. Provide review and advice concerning any action to be taken by the Board of Directors, the Executive Committee or any other governing body of the Association to assure that any action taken by the leadership does not violate these bylaws, the RCW’s or the adopted Parliamentary Authority of the Association. The Parliamentarian may only advise; the final decision remains with a majority vote of the Board of Directors.
	3. Serve as an ex officio member of the Policy, Procedure and Bylaws Committee.
	4. Maintain a file of current Bylaws, Standing Rules and a copy of the latest edition of Roberts Rules of Order, Newly Revised.

**ARTICLE VII – Nominations and Elections**

**Section 1. Eligibility to Serve**. No term limits.

**Section 2. Vacancies**. If a vacancy occurs on the Committee, the Board of Directors shall appoint another member to fill the vacancy.

**Section 3. Voting**. Officers shall be elected via official ballot at the annual meeting.

 **Section 3 a. Nominations**. A member of the Association may nominate one candidate per each vacant office Nomination notification shall be available to the membership website at least thirty (30) days prior to the meeting nominations will be accepted Each name submitted by nomination pending eligibility and acceptance by the nominee, shall be included as a candidate for office on the ballot of the next election.

**Section 7. Election Tellers**. All timely and properly submitted ballots shall be tabulated by two (2) Nominating Committee members and one (1) member at large appointed by the President.

**Section 8. Election of Officers**. Elections will be held annually. The candidates receiving the greatest number of votes shall be elected.

**Section 9. Announcement of Election.** The Board shall provide notice of the results of the election to the members within thirty (30) days of expiration of the voting period.

**ARTICLE VIII – Board of Directors**

**Section 1. Composition**. The Members of the Board of Directors shall be the President, Vice-President, Secretary, Treasurer and Directors who shall be chairman of standing committee.

**Section 2. Duties of the Board of Directors**. The Board of Directors shall be the President and six elected Directors. The Board of Directors shall:

1. Have full power and authority over the affairs of the Association between annual meetings except as otherwise provided in these bylaws;
2. Actively pursue the purposes and objectives of the Association.
3. Adopt special rules of order and standing rules to govern its proceedings and the affairs of the Association over which it has power and authority;
4. Oversee the disbursement of funds and adopt an annual budget;
5. Approve the report of the auditor annually;
6. Have final approval of the place, date and time for the annual meeting;
7. Approve standing and special committee chair appointments by the President unless otherwise stated in these bylaws;
8. Approve the appointment by the President of the Parliamentarian.
9. Elect from the Directors a Vice-President, Secretary at its first meeting;
10. Establish promotional and educational programs;
11. Fill vacancies as provided in these bylaws; and
12. Have such other duties as are prescribed for the Board in these bylaws, in the adopted parliamentary authority or as deemed necessary for the administration of the Association.

**Section 3. Resignation of Board Members.** Any member of the Board of Directors may resign at any time by giving written notice to the Board. Any vacancy shall be filled in accordance with Article VI, Section 5 and/or Section 6.

**Section 4. Meetings**. The Board shall meet at least annually. These meetings may be held via telephone conference calls according to Article XII of these bylaws.

**Section 5. Quorum**. Four (4) members of the Board of Directors shall constitute a quorum.  ***(See Proviso Relating to Transition following Article XVI).***

**Section 6. Removal of Officers**. Any officer shall be removed by a two-thirds (2/3) vote of the Board of Directors, with cause. Any officer unable to attend a duly called meeting of the Board shall advise the President as to the reason for the absence. If any officer has three (3) consecutive absences from duly called meetings of the Board without an accepted excuse, the officer shall be deemed to have resigned. A Director whose membership in the Association expires without timely renewal shall be considered to have resigned.

**Section 7. Compensation and Reimbursement of Expenses**. Officers of the corporation the Association will not receive salaries or compensation directly or indirectly from the Association for service in office. Officers may be reimbursed for authorized reasonable business expenditures on behalf of the Association. This reimbursement shall be determined in advance of expenditures not otherwise provided in the budget.

**ARTICLE IX – Conflict of Interest**

**Section 1. Purpose**. To protect the Association’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Association or might result in a possible excess benefit transaction.

**Section 2. Definitions**:

1. **Interested Person**. Any Director, principal officer, or member of a committee with governing board designated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest**. A person who has a financial interest if the person has, directly, through business, investment, or family:
	1. Ownership or investment interest in any entity with which the Association has a transaction or arrangement.
	2. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement.
	3. A potential ownership or investment in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
3. Compensation. Includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

**Section 3. 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 Committee with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Conflict of Interest**. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committing meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

**Procedures for Addressing the Conflict of Interest**.

* 1. 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.
	2. The President/Chairperson of the governing Board/Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
	3. After exercising due diligence, the governing Board or Committee shall determine whether the Association 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.
	4. If a more advantageous 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 disinterested Directors whether the transaction or arrangement is in the Association’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with above determination it shall make its decision as to whether to enter into the transaction or arrangement.
1. **Violations of Conflicts of Interested Parties**.
	1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts 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.
	2. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing Board or Committee determines the member bas failed to disclose an actual conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Procedures**. The minutes of the Governing Board and all Committees with Board designated powers shall contain:

1. The names of the person(s) 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 or interest was present, and the governing Board’s or Committee decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

**Section 5. Annual Statements**. Each Director, principal officer and member of a committee with governing delegated powers shall annually sign a statement which affirms such person.

1. Has received a copy of the conflicts of interest policy.
2. Has read and understands the policy.
3. Has agreed to comply with the policy, and
4. Understands the Association 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.

**A copy of this form will be kept in the appendix of this document.**

**Section 6. Periodic Reviews**. To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurnment, impermissible private benefit or in an excess benefit transaction.

**Section 7. Use of Outside Experts**. When conducting the periodic reviews as provided for in Section 6, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE X – Executive Committee**

**Section 1. Composition.** The members of the Executive Committee shall be the President, Vice-President, Secretary, and Treasurer.

**Section 2. Duties**.

1. **Authority between Board Meetings.** The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board but only to the extent:
	1. Necessary to take action on unanticipated business that requires action between Board meetings; and
	2. Action taken is not contrary to the instructions of the Board of Directors.
2. **Other Duties:**
	1. Analyze the Associations progress in achieving its objectives.
	2. Set the time and date of Board meetings.
	3. Make recommendations to the Board of Directors; and
	4. Have such other duties as are prescribed for the Executive Committee in these bylaws or by the Board of Directors.

**Section 3. Meetings**. Meetings of the Executive Committee may be called by the President or any two members of the Executive Committee with at least 24 hours’ notice either orally or by electronic means

**Section 4. Quorum**. Four members of the Executive Committee shall constitute a quorum.

**Section 5. Vote Required**. The adoption of a main motion and approval of appointments shall require the affirmative vote of a majority of the members of the Executive Committee present providing a quorum is present.

**ARTICLE XI – Meetings**

**Section 1. Membership Business Meetings**. There shall be a minimum of one (1) Membership Business meeting per year to be held during the Annual Conference. The Annual Meeting shall be held at a time and place set by the Board of Directors. There shall be no less than nine (9) or more than fifteen (15) months between Annual Meetings.

**Section 2. Special Meetings**. Special Meetings of the members may be called by the President, Vice President or by a two thirds (2/3) vote of the Board of Directors. Special Meetings shall be held at such times, and such places as the Board may determine. Written notice of any Special Meeting, stating the date, time, place, and purpose of the meeting shall be sent to each member at the member’s last address shown on the Association’s records. Notice may be given by email to the members last shown address on the Association’s records.

**Section 3. Quorum.** Five percent (5%) of the total membership shall constitute a quorum at any regular or special business meeting of the Association.

**ARTICLE XII – Committees**

**Section 1. Standing Committees**.

1. **Composition, Accountability, and Term**. The Standing Committees of the Association shall be Audit, Policy Procedure and Bylaws, Finance
	1. All committee chairpersons shall report to the Board of Directors and shall be responsible to the President between meetings of the Board.
	2. Committees shall be composed of a Chairperson and at least two other members appointed by the Committee Chair with approval of the Board of Directors unless otherwise stipulated within these bylaws.
	3. The term of Committee members shall correspond to that of the President unless otherwise stipulated within these bylaws.
2. **Audit Committee.** The Audit Committee shall be composed of two members to be appointed by the President with the approval of the Board. The Treasurer shall be an ex-officio member of the Audit Committee. The duty of the Audit committee shall be to audit the Association’s books in June annually or at least thirty (30) days prior to the installation of a newly elected Treasurer.
3. **Policy, Procedure and Bylaws**. The President shall appoint a Director as Chairman. Two other members shall be appointed by the Committee Chair. The Parliamentarian shall serve as an ex-officio member of the Committee. The Committee shall:
	1. Develop and maintain a Policy and Procedure Manual.
	2. Periodically review and suggest changes to the Board of Directors to the Association’s Policy and Procedure Manual.
	3. Review all submitted amendments, proposed amendments, and ensure with the assistance of legal counsel that the bylaws and all policies and procedures are in compliance with applicable federal and state statutes.
4. **Finance Committee**. The Finance Committee shall be composed of the Treasurer, as Chairman, and one member appointed by the President with the approval of the Board. The Committee shall have general supervision of the finances and present a proposed budget to the Board of Directors in the fourth quarter of each fiscal year for the upcoming year.

**Section 2. Special Committees**. Special committees may be created as necessary to the Board of Directors.

**Section 3. Reimbursement of Expenses.** Members of the committees may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as members of duly appointed committees, as authorized by the Board. The reimbursement shall be determined in advance of expenditures not otherwise provided in the budget.

**ARTICLE XIII – Electronic Meetings**

The Board of Directors, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting.

**ARTICLE XIV – Indemnification**

**Section 1. Indemnification**. To the fullest extent permitted by RCWs, enacted or as may be hereafter amended, or by any other applicable law, officers, committee members and other persons in their official capacity shall be entitled to indemnification from the Association.

**Section 2. Limitation of Liability**. Officers, committee members and other such persons shall not be liable for such acts or omissions, in such manner, under such circumstances, and to such extent as permitted by RCWs, as now enacted or as may hereafter be amended

**ARTICLE XV – Dissolution**

The Association may be dissolved by a two thirds (2/3) vote of members present at the annual Member Business Meeting or a Special Meeting called for that purpose. Upon dissolution of the Association, the Board shall, after making provisions for payment of all liabilities of the Association, dispose of all assets of the Association then remaining exclusively for the purpose and objectives of the Association, in such a manner, or to such organization or organizations operated exclusively for educational, religious, or charitable purposes which shall, at that time, qualify as an exempt organization or organizations under Internal Revenue Code of the United States of America, as the Board may be determined.

**ARTICLE XVI – Parliamentary Authority**

The rules contained in the current edition of ***Robert’s Rules of Order Newly Revised*** shall govern the proceedings of the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order that the Association my adopt.

**ARTICLE XVII – Amendments**

The bylaws may be amended by mail vote, if authorized by the Board of Directors, or at the Annual Meeting of Association by a two thirds (2/3) vote of those voting, provided the amendment has been submitted in writing to the bylaw committee and published 30 days in advance of the time of the vote.

**History:**

***Proviso Relating to Transition (2006)***

**Directors**: In the 2006 election four Directors shall be elected. The three candidates receiving the highest number of votes shall be elected to a two year term. The candidate receiving the next higher number of votes shall be elected to a one year term. Thereafter, three Directors shall be elected each year to a two year term.

The 2006 Board of Directors shall assume the office no later than July 1, 2006 or on the date specified in the Standing Rules for Elections, if said rules are adopted at the 2005 Annual Meeting.

**Quorum**: For the 2006 term, three (4) members shall constitute a quorum for any regularly or specially called meeting of the Board of Directors.