



**Firefighters'
Burned Children
Fund, Inc.**

F.F.B.C.F. Operation Bylaws

Adopted: March 22, 1989
Amended: January 27, 1992
Revised: May 2, 2006
Revised: May 20, 2009

***BYLAWS
OF
THE FIREFIGHTERS' BURNED CHILDREN FUND, INC.***

Article - I

Name

This corporation / organization shall be known as Firefighters' Burned Children Fund, Inc. (F.F.B.C.F. Inc.)

Article - II

Purpose

The Firefighters' Burned Children Fund, Inc. is operated for the sole purpose of raising funds by a variety of fund raising methods, taking the proceeds and investing same; and through principal and income earned, provide non-medical assistance to child burn survivors. The F.F.B.C.F. will also provide funds to develop and implement burn prevention and life safety educational programs.

Mission

Dedicated to the support, education and recovery of burn survivors and their families and the prevention of burn injuries.

Article III

Definitions

The following definitions will apply to Bylaws of the Firefighters' Burned Children Fund, Inc.

Firefighters' Burned Children Fund Chapter Definition

Any group, organization or fire department who has submitted in writing, A formal request to the State President of the corporation for the express purpose of establishing a local chapter. Upon majority vote and formal written notification from the Board, shall be know as a Firefighters' Burned Children Fund Chapter, and agree to operate under the umbrella of the F.F.B.C.F. Inc.

Officers Definitions

Board of Directors

The Board of Directors is the corporate body of the F.F.B.C.F. Inc. composed of officer(s) of each recognized chapter designated in these bylaws. The Board of Directors shall have the authority delegated to it by the membership, including the duty and power of acting for the membership in the intervals between meetings of the corporation, and other duties as defined in these bylaws.

Executive Board

The Executive Board shall consist of the President, Vice - President, 2nd Vice - President, Secretary and Treasurer elected from the Board of Directors. The Executive Board shall have all powers of the Board of Directors, to transact business between board meetings in accordance with rules established by the board. Such transactions shall be reported at the next regular meeting of the Board of Directors.

Local Chapter Officers

Local chapter officers are members of a local F.F.B.C.F. Chapter who have been duly elected to their position within each chapter. At minimum, the local chapter officers shall consist of the following officers: President, Vice-President, Secretary and Treasurer.

Article IV

Offices

Section – 1 – Principal Office

The Principal Office of the Firefighters' Burned Children Fund, Inc. shall be 1215 South Blvd. Charlotte, NC 28203. Provisions have been made with the IRS for other F.F.B.C.F. North Carolina chapters to operate under the umbrella of the F.F.B.C.F. Inc.

Section – 2 – Registered Office

The Registered Office of the corporation required by law to maintain in the State of North Carolina may be, but need not be, identical with the principal office.

Section – 3 – Other Offices

The Corporation may have offices at such other places as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

Section – 4 – Becoming a F.F.B.C.F. Chapter

Any group, organization or fire department wishing to become a chapter member of the F.F.B.C.F. Inc. must submit in writing a formal request to the State President of the corporation. This request will be considered, voted on, approved or denied by a majority vote, by the Executive Board. Notification of the board's action will be made to the applicant within sixty (60) days of request.

Article V

Officers

Section – 1 – Board of Directors

The F.F.B.C.F. Board of Directors shall be made up of the president or his or her designee of each individual chapter. Each chapter will have one vote in the business of the corporation.

Section – 2 – Executive Board

The Officers of the Corporation, known as the F.F.B.C.F. Executive Board shall be the President, Vice - President, 2nd Vice - President, Secretary and Treasurer. Each of these Officers shall be elected from the members of the Board of Directors at the annual meeting. These officers shall serve for a term of two (2) years or unless they are filling an unexpired term or until their term expires, they resign, a successor has been named, or until such time they are duly elected and qualified.

Section – 3 – Local Chapter Officers

Each F.F.B.C.F. Chapter will nominate and elect officers (president, vice president, secretary, treasurer) for the purposes of carrying on the day to day business of the individual F.F.B.C.F. Chapter. Terms for these positions shall be included in local chapter bylaws and set by the local chapter.

Article VI

Meeting of Directors and Executive Board

Section – 1 – Regular Meeting

The regular meeting of the F.F.B.C.F. Inc. Board of Directors and the Executive Board of the corporation shall take place quarterly. The time and place of the regular meeting will be reviewed annually by the Board for mutual suitability.

Section – 2 – Annual Meeting

The annual meeting of the Board of Directors, the Executive Board of the corporation and individual F.F.B.C.F. Chapters, (for election of new Directors, Officers, and the transaction of any other business) will ordinarily be held annually at the North Carolina Fire and Life Safety Education Conference; or at such time and place as may be designated.

Section – 2.1 – Meeting Attendance & Report

All operating active or inactive F.F.B.C.F. Chapters will send a voting member to the annual meeting to carry on the business of the corporation and to report the business of the individual F.F.B.C.F. Chapter. Each F.F.B.C.F. Chapter active or inactive, operating under the corporation shall submit an annual written report due

by January 30, to the Executive Board detailing the business of the chapter for the previous year.

Section – 3 – Special Meeting

Special meeting of the Board of Directors or the Executive Board may be called by the President or any three (3) Directors or Board members. Such meeting shall be held at such time and place as the President or those three (3) Directors may direct.

Section – 4 – Notice of Meeting

Regular meeting of the Board of Directors and the Executive Board may be held with notice. Notice of the annual meeting of the Boards shall be sent by e-mail or regular mail to the last known address of record of each member of the Board of Directors or the Executive Board members by the Executive Board Secretary. Special meeting called by the President or (3) Directors shall be preceded by notice to all Directors.

Section – 5 – Quorum

A majority of the numbers of Directors fixed by the Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum must constitute 50% plus one of the memberships present.

Section – 6 – Voting Requirements

1. **Ordinary Matters.** Except as otherwise provide in these Bylaws, the act of the majority of Directors present at a meeting at which a quorum is present shall be the act or the Board of Directors.
2. **Amending Charter or Bylaws.** The vote of two-thirds of the members of the Board of Directors as fixed by these Bylaws shall be required to adopt, amend, or repeal a Bylaw or to amend the Charter.

Section – 7 – Informal Action by Directors

Action taken by majority of the Directors without a meeting is, nevertheless, Board action if written consent to the action in question is signed by all of the Directors and filed with minutes of the proceeding of the Board, whether done before or after the action so taken. Written notification will be sent to the rest of the board members within 10 days of any such actions.

Section – 8 – Removal of Directors.

Any Director may be removed from office with or without cause by a majority vote of the Board of Directors at any regular or special called meeting of the Board of Directors. They shall be notified in writing of the board's decision.

Article VII

Board of Directors

Section – 1 – General Powers

The business and affairs of the corporation shall be managed by its Executive Board and Board of Directors. Specifically, these Directors shall:

1. Establish, administer, and evaluate the corporation.
2. Secure financial and personal resources for the effective service of the corporation's purposes
3. Evaluate the overall mission of the corporation and its chapters to insure compliance with the bylaws

Section – 2 – Numbers and Qualifications

The number of Board of Directors shall be determined by the number of Chapters under the F.F.B.C.F. Inc. corporation umbrella. The Executive Board will consist of five (5) members elected from the Board of Directors and will serve a term of two (2) years. Each Board of Director Member shall hold office until his or her death, resignation, retirement, removal, disqualification, or his or her term is expired and or a qualified successor is elected from the individual F.F.B.C.F. Chapter. The members of the Board of Directors and the Executive Board shall have expressed an interest in the purpose of this organization and willingness to serve.

Section – 3 – Term of Office

Three Directors shall be elected each year. One fourth (1/4) of the members of the Board of Directors shall be elected for a three year term, (3) three members shall be elected for a two year term, and three (3) members shall be elected for a one (1) year term. Thereafter, each Director shall hold office for a period of three (3) years.

Section – 4 – Resignation

A Director or Executive Board member may resign at any time by giving notice of resignation in writing addressed to the President or Secretary or by presenting the written resignation in person to a meeting of the Executive Board.

Section – 5 – Vacancies

Any vacancy occurring in the Board of Directors or the Executive Board may be filled by the Board of Directors. A Director elected to fill a vacancy shall have all the rights and privileges associated with a board member until that term expires.

Section – 6 – Compensation

Any member of The Board of Directors or the Executive Board shall not receive compensation for their service as Directors.

Section – 7 – Loan to Directors and Officers

No loan shall be made by the corporation to its Board of Directors, Executive Board or Chapter Officers.

Section – 8 – Liability of Directors

To the extent permitted by the provisions of the North Carolina Non-profit Corporation Act in affect at the applicable time, each Director or Executive Board Member is here by indemnified by the corporation with respect to any liability and expense of litigation arising out of his activities as a Directors or board members. Such indemnity shall be subject to approval by the members only when such approval is required by said Act.

Article VIII

Permanent and Temporary Committees

There shall be such permanent and or temporary committees as the Board of Directors or the Executive Board may from time to time determine, and such committees shall have such authority as shall be prescribed by the Board of Directors. Only the chairperson of these committees must be members of the Board of Directors or the Executive Board.

Article IX

Policies

Amount and Frequency of Assistance

Unless extraordinary circumstances suggest otherwise, the following guidelines are to be followed:

1. The maximum financial assistance available shall be set by the Board.
2. Checks or cash payments (with receipt) will be payable directly to those providing the service rather than to person in need.

Article X

Section – 1 – Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 31 of each year.

Section – 2 – Non-Profit

This corporation is non-profit, non-stock, membership corporation. No part of the corporations assets or net income shall be used to the benefit of any of it Officers, Board Members or Directors. Upon dissolution of the individual F.F.B.C.F. Chapter, the remaining assets of the chapter shall be distributed in accordance with Article VII of the Article of Incorporation and the assets and property of the chapter shall be turned over to the F.F.B.C.F. Corporation. The F.F.B.C.F. Executive Board will decide how best to handle the distribution of funds and assets.

Section – 3 – Chapter Funds

Each F.F.B.C.F. Chapter is responsible for the accountability and distribution of its own raised monies and finances. These funds can be used to sponsor, support or donate monies for contributions, projects, scholarships, grants, fire and life safety education programs or other projects in keeping with the mission of the F.F.B.C.F. Inc. A financial audit of each individual chapter is recommended annually and should be conducted by an independent accountant chosen by the F.F.B.C.F. State Treasurer. This audit shall consist of the chapter's financial statement, funds and expenditures to insure compliance with the state bylaws and proper accounting practices annually.

Article XI

Amendments

This Executive Board shall have the power to amend and revise any portion of these by-laws. Thirty (30) days prior to yearly meeting, notice of proposed changes shall be published or e-mailed to the membership. Approval of the changes shall require Two-thirds vote of approval of the authorized voting members present at the state meeting.

Article XII

Conduct of Business

Robert's rules of order shall govern the Boards in the conduct of its business with the exception of determining a quorum or otherwise specifically stated by the Bylaws.

Article XIII

Section – 1 – Administration/Operating fees

Each operating chapter of the F.F.B.C.F. Inc. under the umbrella of the corporation, will be required to submit annually by April 1, of each year, an administrative operating fee of \$500 (fee to be determined by the Board of Directors yearly) to be used for the purposes of accounting fee's, tax preparation, grants, trademark and other such operating cost for the corporation. Such fees may be waived or reduced for new or inactive chapters or those chapters struggling with hardship. These waivers will be voted on and approved annually on an individual basis by the Executive Board of Directors. Such hardship request must be submitted in writing by January 1 of each year to be considered. The decision of the Executive Board of Directors is final.

Section – 2 – Removal of Chapter Charter

If a F.F.B.C.F. Chapter refuses or does not follow the bylaws of F.F.B.C.F. Inc. and its requirements, The Executive Board by majority vote shall have the right to revoke the F.F.B.C.F. Chapter's charter or put on probation, the individual charter of the F.F.B.C.F. Chapter in question. The F.F.B.C.F. Chapter shall be notified in writing via certified/ registered mail or electronic email the decision of the Executive Board. In this letter of notification, the F.F.B.C.F. Chapter has 30 days to cease and stop operation as an F.F.B.C.F. Chapter. The F.F.B.C.F. Chapter must stop

operating under the F.F.B.C.F. Inc. bylaws and can no longer use the logo or F.F.B.C.F. name for operation or fundraising. Also, the F.F.B.C.F. Chapter shall be removed from underneath the 501C.3 umbrella of the corporation and can no longer maintain its tax free status under the F.F.B.C.F. Corporation. The IRS will also be notified in writing of the effective date the individual chapter(s) were removed from the F.F.B.C.F. Inc., F.F.B.C.F. Inc. is not liable for actions or acts of omission of chapters that have been disaffiliated from the corporation.

Section – 3 – Quarterly/ Annual Financial Reports

Each F.F.B.C.F. Chapter is required to submit quarterly and annual financial reports to the corporation for review for tax purposes. These reports are to be mailed, faxed or e-mailed to the state office of the corporation at the end of each quarter within 30 days of the end of that quarter. The quarters shall be 1st (January, February & March); 2nd (April, May & June); 3rd (July, August & September); 4th (October, November & December). Failure to send in these accurate, complete, required, quarterly reports on time may be grounds for probation or termination of F.F.B.C.F. Chapter status. An annual financial report and a copy of Decembers Bank Statement will be submitted at the end of the F.F.B.C.F. fiscal year to the F.F.B.C.F. State Treasurer for the purposes of tax filings for the IRS.

Section – 4 – Website

The F.F.B.C.F. Inc. will maintain a web-site for the purpose of providing information, news, projects, links to other web-sites and contacts to support and publicize the F.F.B.C.F. Corporation and Chapters.