

**BY-LAWS OF THE  
INTERNATIONAL ASSOCIATION OF FIRE CHIEFS  
FOUNDATION**

**ARTICLE I**

**MEMBERSHIP AND MEETING OF BOARD OF DIRECTORS**

SECTION 1. By-Laws. The following shall be the By-Laws of the above corporation, a non-profit corporation organized under the District of Columbia Business Corporation Act, and hereinafter called the "corporation".

SECTION 2. Extent of Rights and Powers. Except as may be otherwise provided by the law, or by the Articles of incorporation, or by these By-Laws, the number, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of directors shall be determined by the Board of Directors.

Except as may be otherwise required by law, or by the Articles of Incorporation, or by these By-Laws, any right of directors to vote and any right, title, and interest in or to the corporation, and its properties and franchises, shall cease and divest on termination of his or her directorships.

SECTION 3. Annual Meeting. The annual meeting of the corporation shall be held during the spring of each year for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting. The time and location of the meeting shall be determined by the Board of Directors with written notice duly served on or mailed to each director not less than ten (10) days before such meeting

**ARTICLE II**

**DIRECTORS**

SECTION 1. Qualifications, Numbers, Powers, Quorum, Vacancies. The property, affairs and business of the corporation shall be managed by the Board of Directors consisting of not less than the minimum number of elected directors required by relevant law and not more than fifteen (15) elected directors such number of elected directors shall be determined from time to time by majority vote of the then-existing Board of Directors. No more than a bare majority of directors shall be elected during any one year, unless a vacancy shall occur.

Any elected member of the Board of Directors shall be elected to serve until he/she resigns or is removed.

A majority of the members of the Board of Directors then acting shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there shall be less than a quorum present a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

In case one or more vacancies shall occur among the elected members of the Board of Directors by reason of death, resignation or otherwise, the remaining directors, although less than a quorum, may, by a majority vote, elect a successor or successors for the unexpired term or terms. A vacancy in the Board of Directors for the purpose of this Section shall be deemed to exist whenever the directors increase their number by an amendment to these By-Laws or whenever the corporation shall fail to elect directors in numbers determined from time to time by the majority vote of the then-existing Board of Directors.

SECTION 2. Notice, Time, and Place of Meetings. Meetings of the Board of Directors shall be held at such place and time as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors, with written notice duly served on or mailed to each director not less than ten (10) days before such meeting. Special meetings may be called by the President or a majority of directors as deemed in the best interests of the corporation, with written notice duly served on or mailed to each director not less than ten (10) days before such meeting.

SECTION 3. Removal. At any special or regular meeting of the corporation, duly called as provided in these By-Laws, any director or directors may by the affirmative vote of a majority of all those entitled to vote in the election of directors be removed from office, either with or without cause and his/her successor or their successors may be elected at such meeting or the remaining directors may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

SECTION 4. Telephonic Meetings. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this By-Law shall constitute presence in person at such meeting.

SECTION 5. Directors and Presidents Emeritus. To record and award for service those members of the Board of Directors who have served for at least Five Years, the positions of Director and President Emeritus are established. Directors and

Presidents Emeritus (jointly, "Emeritus") may be nominated and elected at any annual meeting of the corporation. Election of Emeritus shall be by a majority of the members of the Board of Directors. Emeritus may not continue in a previously held position as members of the Board and shall not be considered as members of the Board for purposes of the limitation on the maximum allowable number of directors set forth above, nor shall death or resignation of Emeritus be deemed to result in a vacancy on the Board of Directors. Emeritus shall be elected to serve a lifetime term. Emeritus shall have all the privileges of a director, such as committee membership and attendance at meetings, except that Emeritus shall not have any voting rights.

### ARTICLE III

#### COMMITTEES

The Board of Directors may, in its discretion, by the affirmation vote of the majority of the whole Board of Directors, appoint committees which shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee, if the committee is composed of more than two members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to fill vacancies in, to change the membership of, or to discharge any such committee.

### ARTICLE IV

#### OFFICERS

- SECTION 1. Executive Officers. The executive officers of the Corporation shall be chosen by and serve at the pleasure of the directors and shall be President, Secretary, Treasurer, and Executive Director. The Board of Directors may also choose a Vice-President and such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and shall perform such duties as prescribed herein and as from time to time shall be prescribed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. It shall not be necessary for the officers to be directors. The Executive Director may, but shall not be required, to be appointed to be Secretary or Assistant Secretary.
- SECTION 2. Salary of Executive Director. The salary of the Executive Director of the Corporation shall be fixed by the Board of Directors.
- SECTION 3. Term of Office. The officers of the Corporation shall hold office for two years and until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of

Directors whenever in its judgment the best interests of the Corporation will be served thereby.

SECTION 4. President. The President shall be the chief executive officer of the Corporation. By virtue of the office he/she shall act as Chairman of the Board of Board of Directors. The President shall have general executive powers and supervision over the business of the Corporation, subject, however, to the control of the Board of Directors. He/she shall have and may exercise all powers and duties conferred on the office of President by Law, by the Articles of Incorporation, by these By-Laws, by resolution of the Board of Directors, and by custom. The President shall preside at all meetings of the directors; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation; shall be the superior of the Executive Director; and shall have the authority to sign, execute, acknowledge, verify, deliver and accept, in the name of the Corporation, deeds, mortgages, bonds, contracts and other instruments.

SECTION 5. Vice President. Creation of the position of Vice President is within the discretionary powers of the Board of Directors. In the event the Board elects a Vice President, the Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the corporation with all the rights, privileges and powers as if he/she had been the duly elected president.

SECTION 6. Executive Director. The Executive Director shall be the chief operating officer of the Corporation. He/she shall have general operational powers and supervision over the day-to-day management of the business of the Corporation, subject, however, to the control of the Board of Directors and the President. The Executive Director shall report directly to the President; shall manage the affairs of the corporation in keeping with the mission, plans and goals set by the Board of Directors; and shall have the authority to sign, execute, acknowledge, verify, deliver and accept, in the name of the Corporation, deeds, mortgages, bonds, contracts and other instruments only to the extent authorized by the Board.

SECTION 7. Secretary. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors and its committees and shall perform such other duties as may be prescribed by the Board of Directors of President, and under whose supervision he/she shall be. The Secretary shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.

SECTION 8. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the Corporation. He/she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they or any one of them may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

## ARTICLE V

### INDEMNIFICATION

SECTION 1. Right to Indemnification. Notwithstanding the amount of insurance coverage maintained by the corporation, the corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he/she, or a person for whom he/she is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans (an "indemnitee"), against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such indemnitee. Notwithstanding the foregoing, but subject to Section 3 of this Article V, the corporation shall be required to indemnify an indemnitee in connection with a proceeding (or part thereof) commenced by such indemnitee only if the commencement of such proceeding (or part thereof) by the indemnitee was authorized by the Board of Directors of the corporation.

SECTION 2. Prepayment of Expenses. The corporation shall pay the expenses (including attorneys' fees) incurred by an indemnitee in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article V or otherwise

SECTION 3. Claims. If a claim for indemnification or payment of expenses under this Article V is not paid in full within sixty days after a written claim therefore by the indemnitee has been received by the corporation, the indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part,

shall be entitled to be paid the expense of prosecuting such claim. In any such action the corporation shall have the burden of proving that the indemnitee was not entitled to the requested indemnification or payment of expenses under applicable law.

SECTION 4. Nonexclusivity of Rights. The rights conferred on any person by this Article V shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of disinterested directors or otherwise.

SECTION 5. Other Indemnification. The corporation's obligation, if any, to indemnify or to advance expenses to any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

SECTION 6. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to he/she time of such repeal or modification.

## ARTICLE VI

### AMENDMENT

These By-Laws may be amended, altered, added to or repealed by an affirmative vote of a majority of a quorum of the Board of Directors at any meeting duly called with proper notice provided with respect to the consideration of such matter.