

BYLAWS
OF
NATIONAL ASSOCIATION OF FIRE OFFICIALS
AN OREGON NONPROFIT CORPORATION

As amended and adopted May 5, 2007

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the corporation in the State of Oregon will be located in the City of Salem, County of Marion. The corporation may have such other offices, either within or without the State of Oregon, as the membership may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office. The registered office of the corporation required by The Oregon Nonprofit Corporation Act to be maintained in the State of Oregon will be the residence or office address of the registered agent.

ARTICLE II. MEMBERS

Section 1. Membership. There will be three classes of Members.

(a) State Members. Each state association of elected fire officials recognized by the Board of Directors of the corporation will be eligible for State Membership. State Membership will be granted to such organizations upon approval by the Board of Directors and receipt of payment by the corporation of annual membership fees as established from time to time.

(b) Individual Members. Any person who is an elected official of a fire agency is eligible for Individual Membership. Individual Membership will be granted to individuals upon approval by the Board of Directors and receipt of payment by the corporation of annual membership fees as established from time to time.

(c) Associate Members. Organizations (other than state associations) and individuals that are affiliated with the fire service, and governmental entities providing fire services or affiliated with the fire service are eligible for Associate Membership. Associate Membership will be granted to organizations or individuals upon approval by the Board of Directors and receipt of payment by the corporation of annual membership fees as established from time to time.

Section 2. Eligibility and Admission. Any organization that subscribes to the purposes and basic policies of the corporation, that is approved for membership and is current in dues payable will be a Member.

(a) Membership Fees. There will be membership fees required for State, Individual and Associate Members, as established by the Board of Directors from time to time.

(b) Registration and Change of Address. It is the responsibility of each Member to register with the corporation and to promptly notify the Secretary of any changes of address. The Member's right to receive notices pursuant to these Bylaws or the Articles of Incorporation will be deemed to be waived if the address on record with the Secretary is not the Member's current address.

(c) Membership Applications and Approvals. The Board of Directors may from time to time establish procedures for membership applications and approvals and delegate such tasks to appropriate parties.

Section 3. Dividends, Earnings. No dividends or earnings of the corporation will be payable to Members, nor will Members have any interest in the assets of the corporation by virtue of being Members. The corporation may pay reasonable compensations for services rendered and authorize reimbursement for expenses incurred on behalf of the corporation.

Section 4. Termination of Membership.

(a) Automatic Renewal. Membership of each Member will continue from year to year and be automatically renewed as long as the Member continues to meet the conditions for membership as provided in Section 2 of this Article and provided that membership is not sooner terminated.

(b) Voluntary termination. A Member may resign from the corporation at any time by delivering a written notice of withdrawal to the Secretary of the corporation.

(c) Involuntary expulsion, termination or suspension. The membership may at a meeting called for that purpose or at the annual meeting if notice is given that this issue will be on the agenda, upon a vote of two-thirds of the State Members, suspend the membership of any Member. Such suspension will be immediately effective. The affected Member will have 15 days from receipt of the notice to request a hearing to appeal the suspension and if a request for hearing is made, the hearing must be conducted by a Hearings Committee appointed by the State Members within 45 days of the effective date of the notice of suspension. At the hearing, the affected Member will be given reasonable opportunity to be heard and may be accompanied by counsel or other designated person. At the conclusion of such hearing, the Hearings Committee will make a recommendation to the State Members, who will then vote by majority vote, to continue the suspension, expel the Member, or reinstate the Member without restriction. The decision of the membership shall be final and binding on all parties.

Section 5. Rights of Membership.

(a) Membership Vote. From time to time, the Board of Directors may refer matters to the membership for consideration at an annual or at a special meeting. Except for the following matters, the Board of Directors has no affirmative duty to refer any matter to the membership (unless otherwise required by state law). The Board must refer the following matters to the membership:

1. The decision to sell, convey or otherwise dispose of all of the assets of the corporation other than in the ordinary course of business;

2. The decision to merge, liquidate or otherwise change the existence or form of the corporation; and
3. The decision to create a new class of membership with voting rights or to confer voting rights on a class of members previously without a vote.
4. Proposed Bylaw Additions or Changes.

(b) **Voting.** On any matter referred to the membership for a vote, each State Member will have one vote which will be cast by a designated member who may also be (but is not required to be) a State Designated Director. Prior to each meeting, each State Member will certify to the Secretary of the corporation the person with authority to cast a vote for that State Member at such meeting. No Individual or Associate member may vote at a membership meeting except as otherwise provided in these Bylaws.

(c) **Information.** Members will be entitled to receive, upon request, the latest financial statement of the corporation and will have the right to inspect the corporate minutes, tax returns and all filings made with federal or state agencies, upon reasonable notice to the corporation.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Meetings. An annual meeting of all Members will be called by the Board of Directors. The purpose of the annual meeting will be to present the Members with a financial statement for the fiscal year then ending, to elect Individual Directors, and to consider proposed bylaw changes and any other business that the Board of Directors may determine to be appropriate.

Section 2. Other Meetings. Meetings of the Members may be called from time to time by the Board of Directors. The time and place of any meeting will be set by the Board of Directors in a reasonably expeditious and timely manner.

Section 3. Notice. Written notice of membership meetings, including the annual meeting, must be delivered by hand, mail or email to all Members currently registered in the records of the corporation not less than seven nor more than sixty days before the date set for the meeting. It will be the responsibility of the Member to provide the Secretary with a correct mailing and email address and any change thereof and failure to do so will terminate the Member's right to receive notice.

Section 4. Quorum. Twenty percent (20%) of the active Members present in person or by proxy at any duly called membership meeting will constitute a quorum.

Section 5. Voting. Except as otherwise provided in these Bylaws, all active Members present at meetings will be entitled to vote on matters properly brought to the membership and the officers may make provisions for absentee balloting from time to time as is appropriate. Except as otherwise set forth in these Bylaws, the majority of votes cast will be required for the adoption of any matter coming before the membership.

Section 6. Proxies. Subject to such limitations and rules as may be established by the officers, a Member may cast a ballot by appointing the Secretary of the corporation as proxy to vote an absentee ballot for the Member.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation will be managed by its Board of Directors.

Section 2. Number, Tenure and Election. The Board of Directors of the corporation will consist of a minimum of one director. The number of directors will be established by the Board of Directors from time to time, as described below. The initial directors will be elected by the incorporator.

(a) **Total Number.** The total number of Directors may not exceed twice the number of State Members, less one.

(b) **Ratio of State Members to Individual Members on Board.** The number of Individual Members serving on the Board of Directors must be not more than the number of State Members less one. For example, if there are three State Members serving as board members, there may be not more than two Individual Members. Prior to each annual meeting, the Board of Directors will publish the number of Individual Elected Directorships, based upon State Membership of record 60 days prior to such meeting. Temporary variations in this ratio are allowable upon an unexpected vacancy on the Board.

(c) **State Designated Directors.** Each State Member may designate a Director to serve on the Board of Directors. If there is more than one State Member from the same state, these State Members may collectively appoint a Director, or if they cannot agree within a reasonable time prior to the next annual meeting of the corporation, the Board of Directors of the corporation may choose a Director for that state from among nominees from such State Members.

1. The State Designated Director designated by a State Member will serve as a Director until a new State Designated Director is appointed by such State Member and written notice of such appointment is received by the corporation. There will be no term limit.
2. The Board of Directors of the corporation may, by a vote of two-thirds of the sitting State Designated Directors, remove a State Designated Director for breach of a duty owed to the corporation or for failure to abide by policies and/or procedures adopted by the Board of Directors. In such a case, the State Member must promptly appoint a substitute State Designated Director who will serve until replaced in accordance with this section.

(d) **Individual Elected Directors.** At each annual meeting, the Individual Members will elect from among their number a sufficient number of directors to fill the number of individual positions published by the Board prior to such meeting. Such Individual Elected Directors will serve until the expiration of a one-year term, or until their successors are elected. There will be no term limit. The Board of Directors of the corporation may, by a vote of two-thirds of all of the Directors, remove an Individual Elected Director for breach of a duty owed to

the corporation or for failure to abide by policies and/or procedures adopted by the Board of Directors. In that case, a substitute Individual Elected Director will be elected at the next meeting of the membership.

(e) **Election Procedures.** The Board of Directors may from time to time establish procedures for election of Individual Directors and for designation of State Designated Directors and will publish those procedures prior to membership meetings.

Section 3. Regular Meetings. An annual meeting of the Board of Directors will be held at the principal office of the corporation at such date and time as established by the Board. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Oregon, 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 President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting will be given at least two days previously thereto by written notice delivered personally, mailed or emailed to each director at his or her business address. If mailed, such notice will be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by email, such notice will be deemed to be delivered when the email is sent. Any director may waive notice of any meeting. The attendance of a director at a meeting will 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. Quorum. A majority of the directors, whether or not a full Board is serving, will constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 8. Vacancies. If a director resigns or otherwise becomes unable to serve, the Board of Directors may appoint a replacement director to serve for the unexpired term, or may choose to allow the vacancy to continue until the next annual meeting. If the Board of Directors appoints a replacement director, such director must be of the same class of membership as the director he or she is replacing.

Section 9. Compensation. By resolution of the Board of Directors, the directors may be paid expenses, if any, for attendance at each meeting of the Board of Directors, and may be paid a reasonable fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment will preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting. The right to dissent will not be available to a director who voted in favor of such action.

Section 11. Waiver of Notice. A director may at any time waive the notice required by law, by the Articles of Incorporation or by these Bylaws. Except as set forth below, the waiver must be in writing, be signed by the director entitled to the notice specifying the meeting for which notice is waived and be delivered to the corporation for inclusion in the minutes for filing in the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless, at the beginning of the meeting, the director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE V. OFFICERS

Section 1. Executive Director. The Board of Directors may appoint a chief operating officer of the corporation who will be known as the Executive Director. Such other officers and assistant officers and agents as may be deemed necessary may be appointed by the Members or chosen in such other manner as may be prescribed in these Bylaws. The officers will have such duties as may be prescribed by the Members from time to time.

Section 2. Appointment and Term of Office. The Executive Director of the corporation serves at the pleasure of the Board of Directors, on the terms and conditions of employment as agreed upon by the Executive Director and the Board of Directors from time to time.

Section 3. Officers. The Board of Directors will annually elect from its number a President, Vice President, Secretary and Treasurer. The President will preside at meetings of the Board of Directors and membership, and in his or her absence, the Vice President will preside. The Secretary will keep all corporation records, will issue notices and maintain minutes of meetings of the Members, and conduct correspondence for the corporation. The Treasurer will maintain the corporation's financial records and will oversee the financial aspects of the corporation. For any document in which the signatures of an officer of the corporation is required, any of these officers may execute such document on behalf of the corporation.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND 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 of or on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans to Corporation. No loans may be contracted on behalf of the corporation and no evidences of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or 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 corporation, must be signed by the officer or officers, agent or agents of the corporation and in such manner as is from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed must be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII. TRANSACTIONS INVOLVING A DIRECTOR CONFLICT OF INTEREST

Section 1. Definition. A transaction in which a director has a conflict of interest is any transaction involving the corporation with respect to which a director, a member of the director's family or any organization in which the director or a member of the director's family is affiliated would receive or would potentially receive a financial benefit.

(a) **Family.** For purposes of this Article, a director's "family" includes the persons described in Section 267(c)(4) of the Internal Revenue Code, and spouses of those persons.

(b) **Affiliation.** For purposes of this Article, an "affiliation" between a director and an organization includes the director, or a member of the director's family, acting as an employee, independent contractor, agent, director, officer, trustee of that organization or holding any other position involving the payment of remuneration or involving a fiduciary responsibility with respect to that organization.

Section 2. Procedural Requirements. A transaction in which a director has a direct or indirect conflict of interest must be approved by a majority of directors not having any direct or indirect conflict of interest in the transaction.

(a) **Declaration of Conflict.** A director with a conflict of interest has the affirmative obligation to disclose that conflict to the members of the Board at a meeting of the Board of Director.

(b) **Material Facts.** A director with a conflict of interest has the affirmative obligation to disclose all material facts regarding the transaction to the Board of Directors that are known to, or should reasonably have been known to, the interested director. In cases involving a sale of property to the corporation by a director for a price in excess of \$5,000, the price must be established as fair by such processes as the uninterested directors deem appropriate.

(c) **Participation and Voting.** A director having a conflict of interest may participate in the discussion of the transaction and may participate in the voting with respect to the transaction. However, upon request by the senior noninterested presiding officer of the Board, such director must excuse him- or herself from the meeting for a reasonable period of time to allow noninterested directors to discuss the transaction without the interested director present.

(d) **Damages.** An interested director will be liable in damages to the corporation for losses suffered by a corporation with respect to conflict of interest a transaction if he or she does

not disclose the conflict or does not disclose the material facts of the transaction, whether or not the transaction is enforceable.

Section 3. Fairness. Pursuant to ORS 65.361, a transaction involving a director conflict of interest which is not approved (or ratified) as provided in Section 2 is voidable by the corporation unless it was fair to the corporation at the time it was entered into. A transaction will not be considered fair unless, based on all the facts and circumstances of the situation, the total value of the economic benefit provided by the corporation in the transaction is equal to or less than the total value of the consideration (including the performance of services) received for providing such benefit.

ARTICLE VIII. ACCOUNTING YEAR

The initial accounting year of the corporation will begin on its date of incorporation, and will terminate on December 31, 2002. Thereafter, the fiscal year will be from January 1 through December 31.

ARTICLE IX. FORM OF NOTICE

Section 1. Form of Notice. Whenever, under the provisions The Oregon Nonprofit Corporation Act or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person, it will not be construed to mean personal notice, but such notice may be given in writing, by mail, or email addressed to such person at his or her address as it appears in the records of the corporation, prepaid, and such notice if mailed will be deemed to be given at the time when the same will be deposited in the United States mail, and if emailed will be deemed to be given when the email is sent.

ARTICLE X. RESIGNATIONS

Any officer of the corporation may resign at any time by giving written notice to the Executive Director, the President, or the Secretary of the corporation. Any such resignation will take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

ARTICLE XI. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by vote of two-thirds of the active members at a regular or annual meeting, effective July 1, 2007.

ARTICLE XII. DISSOLUTION

No officer or Member of the corporation, nor any private individual, will be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payments of all of the liabilities of the corporation, all remaining assets of the corporation must be distributed by the officers of the corporation, for social welfare, within the

meaning of IRC §501(c)(3), (4) or (6) or corresponding section of any future federal tax code, in the area of fire service or must be distributed to an organization that then qualifies for a similar exemption from tax under federal tax laws and applicable state law, or to the federal government or a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by the Circuit Court of Marion County, Oregon, exclusively for such purposes or to such an exempt organization or organizations as such Court will determine.

ARTICLE XIII. INDEMNIFICATION

No uncompensated director or officer will be liable to the corporation for monetary damages for conduct as an officer, provided, however, that this provision will not eliminate or limit the liability of an officer for:

1. Any breach of the officer's duty of loyalty to the corporation or its Members;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution;
4. Any transaction from which the officer derived an improper personal benefit; and
5. Any act or omission in violation of ORS 65.361 to 65.367, including, but not limited to, (1) acts or omissions constituting a conflict of interest transaction for the officer, unless such transaction is either fair to the corporation at the time it was entered into, or unless it is properly approved by the membership, the Oregon Attorney General, or the Circuit Court in a proceeding in which the Attorney General is joined as a party, after full disclosure of the officer's interest and the material facts of the transaction; and (2) loans of money to or guarantees of obligations of officers or Members of the corporation.

ARTICLE XIV. GENERAL PROVISIONS

Section 1. Action Taken Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or the Members may be taken without a meeting if the action was taken by all the persons entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the Members entitled to vote on the action, and delivered to the corporation for inclusion in the minutes for filing with the corporate records. Action taken under this section is effective when the last Member signs the consent unless the consent specifies an earlier or later date.

Section 2. Books and Records. The corporation must keep correct and complete books and records of account and must keep minutes of the proceedings of its Members and officers meetings.

Section 3. Conflict. In the case of any conflict between the Articles of Incorporation and the Bylaws, the Articles will control, unless otherwise provided by law.

Section 4. Standing Committees. There shall be the following standing Committees: Bylaws, Membership, Communication, and Legislative.