

# BY LAWS OF THE SEATTLE'S BRAVEST CHARITY



Originally adopted: February 16, 1995

Revised: November 29, 2014

## **ARTICLE I**

### **Name**

The name of this Corporation is Seattle's Bravest Charity. The principal office is located in Seattle, Washington.

## **ARTICLE II**

### **Purpose**

The purposes for which this corporation is organized are those lawful under Section 501 (c) 3 of the Internal Revenue Code, and under RCW 24.03.015, including charitable, benevolent, educational, and scientific. Within the scope of these purposes, this corporation will seek to improve the lot of fire fighters, their families, and the public at large; conduct research into issues pertinent to fire fighting; educate the public and fire fighters with respect to their mutual roles in promoting public safety and general welfare; provide relief for persons injured or made homeless by fire; provide relief for fire fighters and their families in the event of financial difficulty born of emergency or disaster or from a catastrophic injury suffered on the job or in need of hospice care due to cancer; provide relief to other needy segments of society suffering poverty, hunger, homelessness, and like calamity deserving of charity; provide educational assistance to the children of Seattle fire fighters for studies at institutions of higher education; and perform activities which shall maintain public mindfulness of the ever present mortal hazards faced daily by fire fighters.

## **ARTICLE III**

### **Members of Corporation**

Initially, there shall be no "members" of this Corporation. The governance of this Corporation shall be by a Board of Directors whose membership, authority, and manner of acting, shall be as provided in these By-Laws. The Board of Directors shall have the power by subsequent action to provide for a membership program for the Corporation and to establish all of the qualifications, privileges, rights, and responsibilities of such membership as they may prescribe under law.

## ARTICLE IV

### Board of Directors

Section 1: Number and Qualifications: Prior to the first election of the Board of Directors, the affairs of the Corporation shall be governed by the initial Board of Directors as designated in the Articles of Incorporation. Subject to Section 3 of this Article IV, on and after the first election, the affairs of the Corporation shall be governed by a Board of Directors consisting of either a seven (7) person or nine (9) person Board, with members coming from Seattle Fire Fighters Union Local 27, Seattle Fire Chiefs Association Local 2898, or retired members from either organization. Regarding members from Local 27, two (2) must be from Local 27 Executive Board.

Section 2: Powers and Duties: The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things as are not by law or these By-Laws prohibited.

Section 3: Terms of Office:

- A. There are no term limits as Board members may serve as long as they desire unless removed by two-thirds (2/3) of the Board.

Section 4: Filling Positions: Vacancies for the positions on the Board of Directors shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person elected to fill a vacancy shall be a Director in the position until a successor is elected at the next regular meeting considering the election for that Position. Upon occurrence of a vacancy in a position required to be occupied by a member of the Executive Board of Local 27, the Board of Directors shall so advised Local 27. Local 27 shall be invited to nominate up to two (2) candidates for the position to be filled. In filling for any other vacancy, the Board of Directors may use any method they deem reasonably calculated to adequately reach a population meeting its strategic needs.

Section 5: Removal from Office: A member of the Board of Directors may be removed from office by a two-thirds (2/3) vote of the Board of Directors. Notice of the proposed removal of a member of the Board of Directors must be given to such member of the Board of Directors, prior to the date of the meeting at which such removal is to be voted upon. Such notice to the member

of the Board of Directors must state in writing the cause for the proposed removal, and the member must be notified by either mail or email, and the recipient must acknowledge receiving the notice.

Removal from the Board membership for non-attendance shall be automatic at the point 50% of the regular meetings in a fiscal year have been missed for any reason. An exception may be granted at that point by a majority vote of the Board of Directors for a cause which those voting find sufficient.

Section 6: Compensation; Stipend for Attendance: No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by the Director for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken. A Director may not be an employee of the Corporation. A limited stipend for attendance at regular and special meetings of the Board of Directors, including sums to cover replacement at Directors' normal jobs, may be provided by the Corporation by a majority vote of Directors present and voting at a meeting possessing a quorum.

Section 7: Regular Meeting: Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. No fewer than four (4) meetings, at least thirty (30) days apart, shall be held during any calendar year. Notice of regular meetings of the Board of Directors shall be given to each Director either by telephone or email at least five (5) days prior to the day named for such meeting.

Section 8: Special Meetings: Special meetings of the Board of Directors may be called by the President on three (3) days notice by either email or telephone which shall state the time, place (as herein above provided), and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least (4) Directors.

Section 9: Waiver of Notice: Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance of the Director at any meeting of the Board shall be a waiver

of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 10: Quorum: At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Until later amendment of these by laws, the Board of Directors are seven (7) in number, making four (4) the required quorum. If the Board of Directors consist of nine (9) members then a quorum is met with five (5) members. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting to another time. At such later meeting, provided a quorum is present, any business which might have been transacted at the original meeting may be transacted without further notice.

Section 11: Telephone Meetings: Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 12: Email Voting: A motion can be made and passed with an email vote. With a seven (7) person Board, six out of seven members must vote yes for it to pass, and with a nine (9) person Board, eight out of nine members must vote yes. If there is any discussion regarding the motion, then the Board must either meet in person or conduct a conference call to resolve any differences.

Section 13: Pecuniary Interest of Directors: No contract or other transaction between the Corporation and any other association or corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any director or officer of the Corporation in pecuniary or otherwise interested in, or is a director or officer of, such other association or corporation; any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary otherwise interested in, contract or transaction of the Corporation, provided the fact that he or such firm is so interested shall be disclosed on the minutes of the Corporation; and any Director of the Corporation who is also a director or officer of such other association or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which

shall authorize any such contract or transaction, provided, however, that such Director may not vote there at to authorize any such contract or transaction.

## **ARTICLE V**

### **Officers**

Section 1: Designation: The principal officers of the Corporation shall be a President, who may also be known as “Chairman”, a Vice President, who may be known as “Vice Chairman”, and a Secretary/Treasurer, all of whom shall be elected from the Board of Directors by the Board of Directors.

Section 2: Terms of Office: The officers of the Corporation shall serve as long as they desire unless removed by two-thirds (2/3) of the Board of Directors.

Section 3: Removal of Officers: Upon an affirmative vote of two-thirds (2/3) of the members of the Board of Directors, any officer may be removed, either with or without cause, and their successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 4: President: The President, also known as Chairman, shall be the chief executive officer of the corporation and the chairperson of the Board of Directors. He shall preside at all meetings of the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of president of a corporation, including, but not limited to, the power to appoint members to committees created by the Board of Directors from among the Board of Directors from time to time as he may, in his discretion, decide is appropriate to assist in the conduct of the affairs of the Corporation.

Section 5: Vice President: The Vice President, also known as Vice Chairman, shall be the Vice Chairperson of the Board of Directors and shall take the place of the President and perform his or her duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to act on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 6: Secretary/Treasurer: The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors; he shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties normally incident to the office of Secretary/Treasurer. The Secretary/Treasurer shall have responsibility for corporate funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Corporation in such depositories as may from time to time be designated by the Board of Directors.

Section 7: Committees of the Board of Directors: The Board of Directors, by resolutions adopted by a majority of the members of the Board of Directors in office, may create from among its members one or more committees and shall appoint the members thereof. Each such committee must have two or more members, who shall be Directors and who shall serve at the pleasure of the Board of Directors. Each committee must have two or more members, who shall be Directors and who shall serve at the pleasure of the Board of Directors. Each committee of the Board of Directors may exercise the authority of the Board of Directors to the extent provided in its enabling resolution and any pertinent subsequent resolutions adopted in like manner, provided that the authority of each such committee shall be subject to applicable law. Each committee of the Board of Directors shall keep regular minutes of its proceedings and shall report to the Board of Directors when requested to do so.

## **ARTICLE VI**

### **Amendments**

These By-Laws may be amended by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors, present and voting at any regular or special meeting. No proxies shall be counted in determining the two-thirds (2/3) majority. The text of any proposed amendment shall accompany the notice which shall be given of any regular or special meeting at which such proposed amendment is to be considered.

## **ARTICLE VII**

### **No Corporate Seal**

The Corporation shall not have or use a corporate seal. The absence of a corporate seal on any deed, mortgage, lease, bond, contract, or other document or instrument shall not affect its validity, legality or character in any respect.

## **ARTICLE VIII**

### **Fiscal Management**

Section 1: Fiscal Year: The fiscal year of the Corporation shall begin on the first day of January every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should corporate practice subsequently dictated.

Section 2: Books and Accounts: Books and accounts of the Corporation shall be kept under the direction of the Secretary/Treasurer and in accordance with generally accepted accounting procedures.

Section 3: Auditing: At the close of each fiscal year, the books and records of the Corporation shall be audited by a Certified Public Accountant who will prepare a certified report which shall be supplied to the Board of Directors.

Section 4: Inspection of Books: Financial reports shall be available at the principal office of the Corporation for inspection at reasonable times by any party entitled thereto by law or by policy of the Board of Directors.

Section 5: Check Signing: Any check that is a \$1000 or more must be signed by both the Treasurer and the President, but any check that is under a \$1000 only needs the signature of the Treasurer.

Section 6: Execution of Corporate Documents: With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by either the President or the Vice President or by such other person as is authorized by the Board of Directors. All checks shall be executed on behalf of the Corporation by signature of any two or three officers of the Corporation.

Section 7: Liability Insurance: The Corporation must always maintain a liability insurance policy.

## **ARTICLE IX**

### Indemnification

The Corporation shall indemnify any director, officer, or former director, or officer of the corporation or any person who may have served at its request, against expenses actually and reasonably incurred by them in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he is made a party by reason of being or having been a director or officer of the Corporation; and may make any other indemnification that is permitted under the laws of the State of Washington, as per Articles of Incorporation, item VIII, referred to as if fully set forth herein.

## **ARTICLE X**

### Gender

When one gender is used in these by laws, it shall include the other gender.

ADOPTED AS OF MARCH 16, 1995, PURSUANT TO A RESOLUTION OF THE BOARD OF DIRECTORS.

REVISED ON NOVEMBER 19, 2014 at Board Meeting

Hilton Almond, Secretary/Treasurer