

City of Fairfax Fire Department



Benevolent Fund By-Laws

(Amendments made on January 19, 2012)

ARTICLE 1**NAME AND PURPOSE OF THE CORPORATION****Section 1:** Name

The name of the corporation shall be the City of Fairfax Fire Department Benevolent Fund, hereinafter referred to as "the Fund." The City of Fairfax Fire Department shall be hereinafter referred to as "the Department." The City of Fairfax Professional Firefighters and Paramedics – Local 2702 shall be hereinafter referred to as "the Local." The Fairfax Volunteer Fire Department shall hereinafter be referred to as "the FVFD."

Section 2: Purpose

The purpose of the Fund is to provide aid in times of financial crisis, hardships or emergency situations to City of Fairfax Fire Department employees uniformed and civilian, both active and retired and Fairfax Volunteer Fire Department full members in good standing, as well as, their immediate families.

Section 3: Board of Directors

The Board of Directors was established for the purpose of overseeing the Fund. This Board of Directors is empowered to review requests and award Funds according to the guidelines established herein. The name of the person or family who receives the Funds is to be kept in confidence between the members of the Benevolent Fund Board of Directors.

ARTICLE II**MANAGEMENT****Section 1:** Management

The management of the Fund shall be vested in a Board of Directors, which shall control and manage its affairs.

Section 2: Directors

The Board of Directors shall be composed of people representing each of the following groups:

- Three directors from The City of Fairfax Professional Firefighters and Paramedics - Local 2702
- Three directors Fairfax Volunteer Fire Department
- Two directors representing the civilian and uniformed command staff

These representatives shall be members in good standing of that group. Directors shall be appointed for a two-year term. They should hold office until the expiration of the term for which they are appointed, and until a qualified successor had been appointed.

Section 3: Officers

Each year, at the last quarterly meeting, the Board of Directors shall elect officers of the Fund from among the Directors. Officers shall serve a term of one year, and may hold successive terms.

Section 4: Vacancies

A vacancy on the Board of Directors shall be filled for the balance of the term by the group with the vacancy.

A vacancy in one of the officer positions on the Board of Directors shall be filled for the balance of the term of appointment by a majority vote of the remaining Directors. The President shall only vote when necessary to break a tie.

Section 5: Removal

Any Director may be removed from his position, with or without cause, by majority vote of the Board of Directors.

Section 6: Regular Meetings

The Regular Meetings of the Fund shall be held at least quarterly by the Board of Directors at a place, date and hour fixed by majority vote of the Board of Directors. Notice thereto shall be sent electronically to the email address on file of each Director not less than ten days prior to the date appointed for the meeting.

Section 7: Special Meetings

Special meetings of the Board of Directors shall be held at the call of the President and/or upon request of not less than two members of the Board of Directors. Notice of the time and of such special meeting, stating its purpose and signed by the President shall be sent electronically to the email address on file of each Director not less than five days prior to the date appointed for the meeting. No business shall be conducted at a special meeting other than that for which the meeting was specifically called.

Section 8: Succession

The President shall preside at meetings and coordinate activities of the Board. In the absence of the President, the Vice President shall preside. In the absence of both the President and Vice President the Directors attending the meeting may, if a quorum is present, choose a temporary chairperson for that meeting.

Section 9: Quorum

A simple majority of the total number of Directors on the Board at that time shall constitute a quorum of the transaction of business.

A majority vote of the Directors present at the meeting at which a quorum is present shall be necessary to adopt any corporate action taken by the Board of Directors except as otherwise provided by the laws of the Commonwealth of Virginia, the Articles of Incorporation, or these Bylaws.

Section 10: Acting Without a Meeting

Any action required or permitted by the Board of Directors may be taken without a meeting if all members of the Board consent in writing, to adoption of a resolution authorizing the action. The resolution and the written consent thereto by members of the Board shall be filed with the minutes of the proceedings of the Board. Any one or more members of the Board may participate in a meeting of the Board by means of a conference, telephone, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in a person at a meeting. All communication required by this section to be "in writing" may be conducted by electronic mail ("email"), provided that paper copies of notices, consents, etc., shall be maintained in the Fund records.

ARTICLE III**OFFICERS****Section 1: General**

The officers of the Fund shall consist of the President, Vice President, Secretary and Treasurer.

Section 2: Terms of Office

The President, Vice President, Secretary and Treasurer shall be elected by the Board of Directors at the last quarterly meeting of the Fund and shall assume their responsibilities immediately upon adjournment of that meeting. Each officer shall hold office of the term specified in these Bylaws, and until a qualified successor has been appointed.

Section 3: Vacancies

Upon a vacancy to the office of President, however occurring, the Vice President shall become the President. The Board of Directors for the balance of the term may fill a vacancy, however occurring, in any other office by a vote of two-thirds of the members of the Board.

Section 4: Removal

Any officer may be removed from office, with or without cause, by a majority vote of the Board of Directors present and voting at any regular annual or special meeting of the Board whenever, in their judgment, the best interest of the Fund will be served by the removal.

Section 5: President: Powers and Duties

The President shall be the Chief Executive Officer of the Fund and shall take specific actions on behalf of the Fund.

Section 6: Vice President: Powers and Duties

In the absence of the President the Vice President shall preside at a meeting of the Board in accordance with Article II, Section 8, of these bylaws. If the office of President becomes vacant the Vice President shall assume the office of the President for the remainder of the term.

Section 7: Secretary: Powers and Duties

The Secretary shall attend all meetings of the Board of Directors and shall keep or cause to be kept true and complete record of the proceedings of those meetings. The Secretary shall perform whatever additional duties the Board may from time to time prescribe.

Section 8: Treasurer: Powers and Duties

The Treasurer shall have custody of the complete records, funds and securities. The Treasurer shall keep full and accurate accounts or receipts and disbursements, shall deposit all monies and other valuable effects in the name and to the credit of the Fund in a depository or depositories designated by the Board, shall disburse the monies of the Fund, shall render to the President or the Board, whenever they may require it, an account of transactions as Treasurer and of the financial condition of the Fund, and shall perform whatever additional duties the Board may from time to time prescribe.

Section 9: Delegation of Duties

Whenever an officer is absent or whenever for any reason the Board may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers.

ARTICLE IV**COMPENSATION OF DIRECTORS AND OFFICERS**

No Director shall receive any salary or other form of compensation from the Fund in his or her capacity as an Officer or Director, except that in the discretion of the Board of Directors, any Director, Officer, Employee or Agent of the Fund may receive a stipend, a per diem and/or reimbursement for expenses incurred in the performance of Fund duties.

ARTICLE V**MISCELLANEOUS****Section 1:** Indemnification

The Fund shall indemnify every Director and Officer, his heirs, executors, and legal representatives in such circumstances to the fullest extent permitted by the laws of the Commonwealth of Virginia; and the Fund shall be authorized to purchase and maintain insurance to indemnify the Fund and its Directors and Officers in such circumstances, and to the fullest extent permitted by the laws of the Commonwealth of Virginia.

Section 2: Execution of Contracts

The Board of Directors may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general and/or confined to specific instances; and unless so authorized by the Board of Directors or by these Bylaws, no Officer, Director, Agent or Employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit to render it liable for any purpose or to any amount.

Section 3: Seal and Logo

The seal of the City of Fairfax Firefighters Benevolent Fund shall be:



The logo of the City of Fairfax Firefighters Benevolent Fund shall be as shown in this section

(Logo Being Developed – not ready for inclusion at this time)

Section 4: Fiscal Year

The fiscal year of the fund shall be the calendar year.

Section 5: Administrative Expenses

The Fund shall be authorized to spend up to \$500.00 for general administrative expenses during the fiscal year without specific approval of the Board.

Section 6: Investment of Funds

The Fund shall maintain up to \$15,000 in a checking account as readily working capital. All monies in excess of this amount shall be kept in a secure investment. All capital shall be kept in accounts insured by the F.D.I.C.

Section 7: Critical Fiscal Situations

If at any time the total Fund capital falls below \$15,000.00 it shall be deemed a critical fiscal situation. In the event of a critical fiscal situation, the Board shall convene in a special meeting to discuss possible limits on disbursements and means of raising funds.

Section 8: Funding for the Benevolent Fund

The Board of Directors shall establish funding for the Benevolent Fund.

Section 9: Disbursements

No disbursement of the Funds shall be made unless the majority of the Board of Directors has approved them. The maximum single disbursement shall not exceed \$5000.00 or 50 % of the Benevolent Fund balance whichever is less.

Application for disbursement shall be made in the form of an "intake form" explaining the situation and determine by a majority vote whether or not to award funds to the applicant and the amount of such award.

All checks shall require the signatures of the Treasurer and the President.

The Director handling the initial request will provide a verbal response to the requestor after a vote has been made.

A formal letter will be sent to the requestor confirming the decision that was made, and any required justification or required follow up.

ARTICLE VI

AMENDMENTS

These bylaws may be amended by a majority vote of the Directors present and voting at any regular or special meeting of the Board of Directors, provided that notice of the purposed amendment has been provided to the Directors in the manner set forth in Article II, Section 6 and 7, of these Bylaws.