

# BYLAWS

## Bristol County Fire Chiefs' Association, Inc.

### ARTICLE I General Provisions

Section 1. Name. The name of the organization shall be Bristol County Fire Chiefs' Association, Inc. ("Corporation").

Section 2. Location. The principal office of the Corporation shall be initially located at the place set forth in the organizing documents of the Corporation ("Articles of Incorporation"). The Directors may establish other offices and places of business in Massachusetts.

Section 3. Nonprofit Purposes. The purpose of the Corporation shall be that which has been indicated in its Articles of Incorporation, and should any purpose listed in these bylaws ("Bylaws") conflict with the Articles of Incorporation, then the purpose listed in the Articles of Incorporation shall control. The purpose of the Corporation, as indicated in the Articles of Incorporation, is as follows:

The Corporation is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax law, to the extent such purposes are lawfully able to be carried on by a corporation organized under Massachusetts General Laws Chapter 180. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

In particular, and without limiting the foregoing, the purpose of this Corporation is to enhance the professional development of the Fire Service by serving as the official and recognized Fire Chiefs organization for Bristol County, Massachusetts. Further, without limiting the foregoing, the purpose of this Corporation shall be able to promote and encourage knowledge and experience in the following areas: coordination and communication of all related mutual aid plans, protection of life and property from fire, fire prevention and education, training, professional development, technical rescue, hazardous materials, emergency medical services and regional emergency dispatch services.

Section 4. Fiscal Year. Except as otherwise determined by the Directors, the fiscal year of the Corporation ("Fiscal Year") shall begin on July 1st and end on June 30th each year.

Section 5. Voting Active Members. The Corporation shall have Voting Active

Members. Voting Active Members may consist of those individuals who hold the following positions within Bristol County, either on an acting or permanent basis: (a) the Chief of a Fire Department (b) the Chief of a Fire District; or (c) the District Three State Fire Warden. Moreover, the current Fire Chiefs of Lakeville and Mattapoisett, though outside of Bristol County, will be a part of the Voting Active Membership until they retire, assuming each maintains the status of a Voting Active Member, though Lakeville and Mattapoisett will not be represented once such retirement occurs. For any Voting Active Member to maintain such status, the Voting Active Member must attend at least 50% of the regular day meetings of the Corporation within the Fiscal Year and be current on dues. Only Voting Active Members may serve in the capacity of director or officer of the Corporation. Subject to the specific provisions detailing these rights, Voting Active Members possess the right to vote on membership to the Corporation, elect the directors of the Corporation, and amend the Articles of Incorporation and Bylaws.

Section 6. Other Classes of Membership. The Voting Active Members may designate other classes of membership, and elect such members of those other classes of membership, such as, but not limited to, Nonvoting Active Voting Members, Special Members, Honorary Members, and Associate Vendor Members.

Section 7. Creation of Membership Class and Admission of Members. The creation of any membership class, as well as the admission of any member to any class of membership, shall be approved by the majority vote of the Voting Active Members.

Section 8. Resignation. Any member may resign at any time by giving notice of their resignation in writing to any officer or director of the corporation.

Section 9. Removal. A member of any class of membership may be removed from membership at any time with or without cause by a two-thirds majority vote of the Voting Active Membership

Section 10. Meetings. The annual meeting of the Voting Active Members shall be called by the president, treasurer, clerk or any director. In the event the annual meeting is not held, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Special meetings of the Voting Active Members may be called by any officer or by any director. In case none of the officers or directors is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said Voting Active Member or Members, shall have jurisdiction in equity to authorize one or more of such Voting Active Members to call a meeting by giving such notice as is required by law.

Section 11. Quorum. One half of the Voting Active Members in person or by proxy shall constitute a quorum. Once a quorum has been reached, the departure of any Voting Active Member shall not break quorum.

Section 12. Presence through Communications Technology. Unless otherwise provided by law or the Articles of Incorporation, Voting Active Members may participate in a meeting of the Voting Active Members by any means of communication technology that allows all the Voting Active Members to hear each other at the same time during the meeting. Participation by such means shall constitute presence in person at the meeting.

Section 13. Voting. All Voting Active Members shall be entitled to one vote. When a quorum is present at any meeting, the vote of a majority of the members represented shall, except where a larger vote may be required by law, the Articles of Organization or these Bylaws, decide any question brought before the meeting. Members may vote by written proxy dated not more than six months before the meeting date, which shall be filed with the clerk of the meeting before being voted. Any Voting Active Member with a conflict shall abstain from voting.

Section 14. Notice. Notice of meetings shall be provided at least ten days' in advance of said meeting, and no more than 60 days' in advance of such meeting. However, improper notice of said meeting shall be waived if not objected to at the beginning of the meeting by the attending Voting Active Member, and further, such Voting Active Member may waive notice prior to, or afterwards of, such meeting.

Section 15. Action by Consent. Any action required or permitted to be taken at any meeting of the Voting Active Members may be taken without a meeting if all such members consent to the action in writing. Such consents shall be treated for all purposes as a vote at a meeting.

## **ARTICLE II**

### **Directors**

Section 1. Powers. The business and property of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation.

Section 2. Duties. It shall be the duty of the directors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

Section 3. Qualifications. Directors shall be of the age of majority in this state, and shall be a Voting Active Member.

Section 4. Election and Number. There shall be at least three Directors. Directors shall be elected at the Annual Meeting of the Voting Active Members, or at a Special Meeting of the Voting Active Members in lieu of said Annual Meeting. Any vacancy on the Board may be filled by the Directors. The Voting Active Members may further indicate procedures for election and number of Directors.

Section 5. Terms. All Directors shall serve a term of one year or until their respective successors are seated. The initial Board of Directors shall consist of those persons named in the Articles of Incorporation.

Section 6. Resignation. Any Director may resign by delivering a written resignation to the Corporation at its principal office or to the President, Vice President, or Secretary providing a minimum two-week notice. Such resignation shall be effective after the end of the specified notice period.

Section 7. Impeachment and Removal. Any Director may be removed from office with or without cause by the affirmative vote of a two-thirds majority of the disinterested Directors then in office.

Section 8. Compensation. Directors may receive reasonable compensation for their service as Directors on the Board of Directors. Directors may receive reimbursement for reasonable expenses incurred as a result of their service as Directors, upon presentation of documentation the Board shall require.

Section 9. Annual Meeting. The Annual Meeting of the Directors of the Corporation shall be held each year at such time and place as the Directors may determine. If the annual meeting is not held on such date, a Special Meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. Notice of the Annual Meeting setting forth the date, time, and place of any such meeting shall be emailed to all Directors not less than fourteen days prior to the date of the Annual Meeting.

Section 10. Regular Meetings. Regular meetings of the Directors will be held quarterly at such places and times as the Directors may from time to time determine. Communication regarding those meetings will be emailed with fourteen days' notice and specify the date, time, and place of the meeting.

Section 11. Special Meetings. Special Meetings of the Directors may be held at any time and place designated in a call by the President, the Vice President, the Treasurer, or two or more Directors. Notice of all Special Meetings of the Directors shall be given to each Director by the Secretary or, in case of the death, absence, incapacity or refusal of the Secretary, by the Officer or one of the Directors calling the meeting. Such notice shall be given to each Director in person or by telephone, or email at least seventy-two hours in advance of the meeting. Except as required by law, notice of a Special Meeting need not be given: (1) to any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (2) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any Special Meeting unless such purpose is the removal of a Director or an Officer.

Section 12. Action at Meetings. A majority of the Directors then in office shall constitute a quorum but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those Directors present shall decide any matter unless the Articles of Incorporation, these Bylaws, or any applicable law requires a different vote.

Section 13. Presence through Communications Technology. Unless otherwise provided by law or the Articles of Incorporation, Directors may participate in a meeting of the Board of Directors by any means of communication technology that allows all the Directors to hear each other at the same time during the meeting. Participation by such means shall constitute presence in person at the meeting.

Section 14. Attendance Directors are expected to attend each scheduled meeting.

Section 15. Action by Unanimous Consent. Any action by the Directors or any committee may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable committees and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 16. Volunteers and Non-Voting Directors. The Directors may create an Advisory Board, councils and the like, as well as other classes of non-voting directorship such as director emeritus and the like and may appoint persons to those classes for such terms and on such conditions as the Directors determine and may assign to such persons such responsibilities, duties and privileges as the Directors determine. Persons elected as volunteers or non-voting directors shall not be Directors for the purposes of these Bylaws and shall have no votes at any meetings of the Directors.

Section 17. Committees. The Directors may elect from their own number an Executive Committee, and may appoint such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fundraising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the Corporation, and may delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent permitted by law. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee.

### **ARTICLE III**

#### **Officers**

Section 1. Officers. The Officers of the Corporation shall consist of a President, a Vice President, a Treasurer, a Secretary (i.e., Clerk), and such other Officers as the Directors may determine.

Section 2. Election. The Officers shall be appointed annually by the Directors. Any other Officers determined necessary or desirable by the Directors may be appointed by the Directors. Any two or more offices may be held by the same person; however, the President and Secretary shall not be the same person. The Secretary shall be a resident of the Commonwealth of Massachusetts unless the Corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all Officers shall hold office until the Annual Meeting of the Directors or until their respective successors are seated.

Section 3. Terms. The term of offices is annual.

Section 4. Resignation and Removal. Any Officer may resign by delivering a written resignation to the Corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Directors may remove any Officer with or without cause by the majority vote of disinterested Directors then in office.

Section 5. Compensation. Officers may receive reasonable compensation for services rendered to the Corporation. Officers may receive reimbursement for reasonable expenses incurred as a result of their service as Officers, upon presentation of documentation the Board shall require.

Section 6. President. The President shall be the Chief Executive Officer of the Corporation and as such shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors. The President shall, subject to the direction and control of the Board of Directors, preside when present at all meetings of the Directors. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, she or he shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors.

Section 7. 1st - Vice President. The 1st Vice President shall advise the President on all material matters related to the Corporation.

Section 8. 2nd- Vice President. The 2nd Vice President shall advise both the 1st Vice President and the President on all material matters related to the Corporation.

Section 9. Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Corporation and shall keep full and accurate books of account. The Treasurer shall maintain custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall have such other powers and duties as are usually incident to that office and as

may be vested in that office by these Bylaws or by the Directors.

Section 10. Secretary. The Secretary shall give such notices of meetings of Directors as are required by these Bylaws and shall keep a record of all the meetings of Directors. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Directors. In the absence of the Secretary from any meeting of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

#### **ARTICLE IV** **Miscellaneous Provisions**

Section 1. Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the President except as the Directors may generally or in particular cases otherwise determine.

Section 2. Corporate Records. The original or attested copies of the Articles of Incorporation, Bylaws and records of all meetings of Incorporators and Directors shall be kept in Massachusetts at the principal office of the Corporation or of the Secretary, but such corporate records need not all be kept in the same office.

Section 3. Definitions. All references in these Bylaws to the Articles of Incorporation and to these Bylaws shall be deemed to refer, respectively, to the Articles of Incorporation and the Bylaws of the Corporation as amended and in effect from time to time.

Section 4. Dissolution. In the event of dissolution of the Corporation, any funds remaining shall be distributed to a non-profit that has worked closely with the Corporation or to a non-profit that reflects the same mission. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 5. Nonliability of Directors and Officers The directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 6. Indemnification by Corporation of Directors and Officers The directors and officers of the Corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 7. Insurance for Corporate Agents Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or

incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provision of law.

Section 8. Nondiscrimination. The Corporation shall not discriminate because of race, religion, ethnic or cultural background, age, sex, sexual orientation, or previous membership in a lawful association.

Section 9. Conflicts of Interest. A conflict of interest transaction is a transaction with the Corporation in which a director or officer of the Corporation has a direct or indirect interest. A director or officer of the Corporation has an indirect interest in a transaction if, but not only if, a party to the transaction in another entity in which the director or officer has a material interest, or of which the director or officer is a general partner, director, officer or director. A conflict of interest transaction is not voidable or the basis for imposing liability on the director or officer if the transaction was fair at the time it was entered into, or if the transaction is approved as provided below.

A transaction in which a director or officer of the Corporation has a conflict of interest may be approved if:

- (a) The material facts of the transaction and the interest of the director or officer were adequately disclosed or known to the Board of Directors, and a majority of the disinterested Board of Directors approved the transaction; or
- (b) The material facts of the transaction and the interest of the director or officer were adequately disclosed or known to the Voting Active Members, and a majority of the disinterested Voting Active Members approved the transaction; or
- (c) Approval is obtained from the Attorney General of the State, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

No transaction may be authorized, approved or ratified under this Section by a single director or Voting Active Member.

## ARTICLE V Amendment of Bylaws

Section 1. Amendment. These Bylaws may at any time be amended or repealed, in whole or in part, by vote of a two-thirds majority of the Voting Active Members.

The foregoing Bylaws were adopted by the Membership and Approved by the Board of Directors of Bristol County Fire Chiefs Association, Inc. on May 9, 2024..