

**BYLAWS
OF
KITSAP FIRE FIGHTERS BENEVOLENT FUND**

ARTICLE 1. OFFICES

Records are kept by Board Members. We currently have no offices.

ARTICLE 2. MEMBERSHIP

Section 1. Organizations

The corporation's members will consist of the active and retired-active members, their spouses and descendants of the following organizations:

- Professional Firefighters of Kitsap County IAFF Local 2819
- Bremerton Firefighters IAFF Local 437

Section 2. Membership Levels

The association shall have three levels of membership:

2.1. Voting Member

A member of IAFF Local 2819 & Local 437 including active retired members, which have been voted into the Fund by the membership.

2.1.1. Non-voting members that are elected to the Board of Directors shall be voting members during their term on the Board.

2.2. Non-Voting Associate Member

A spouse or descendent of a voting member. Non-Voting members shall have the ability to vote by proxy in the absence of the voting member they are related to.

2.3. Honorary Member

Any person that has rendered notable service to the fund upon being voted on by the membership. Honorary Members do not have a vote, the ability to make motions or the ability to hold office and shall not have any of the responsibilities as a Voting or Non-Voting member.

Section 3. Affiliate Inclusion

The Board of Directors shall have the authority to add other organizations to the above list as long as that organization is an IAFF (International Association of Fire Fighters) affiliate. The addition of an organization to the membership shall be a majority vote of the Board of Directors.

The membership, if approved, shall be immediate unless otherwise stated in the motion. The Board of Directors shall also elect the initial Board of Directors Representative for the new organization as if the position had a vacancy as listed in 4.5 Vacancies.

ARTICLE 3. OFFICERS

Section 1. Number and Qualifications

The officers of the corporation shall be a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board.

Section 2. Election and Term of Office

The officers of the corporation shall be elected for a two-year term by the membership at an annual meeting. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until their term of service is complete or until his or her successor is elected.

2.1 Meeting Attendance

Board members are encouraged to attend all Benevolent Fund Board meetings. To ensure this, board members shall be required to attend no less than 75% of the regular scheduled board meeting within a year. Board members may be excused by the President or his designee. Excused absences will not count against the 75%. Board members not meeting this requirement will be removed and the position will be filled appointed by the Board.

Section 3. Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary, or the Board, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

Section 6. President

The President shall be the chief executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the members of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution

thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

The position of President shall be elected every odd year at the Annual membership meeting by the members of the KFBB

Section 7. Vice President

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same power to as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

The position of Vice President shall be elected every even year at an annual membership meeting by the members of the Benevolent Association.

Section 8. Secretary

The Secretary shall: (a) keep the minutes of the meetings of the members, if any, and of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member, if any there be, and of each Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and, (f) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Board.

The position of Secretary shall be elected every even year at the Annual membership meeting by the members of the Benevolent Association.

Section 9. Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and

in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

The position of Treasurer shall be elected every odd year at the Annual membership meeting by the members of the Benevolent Association.

Section 10. Representative

A Board of Directors Representative is a voting Board member. There may be at least one, Representative for each organization listed in Article 2 of these Bylaws.

The position of Representative shall be elected every odd year at the Annual membership meeting by the members of their respective organization listed in Article 2 of the Benevolent Association.

Section 11. Salaries

The salaries, if any, of the officers and agents shall be fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is a Director of the corporation.

ARTICLE 4. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the corporation shall be managed by a Board of Directors.

Section 2. Number of Directors

The Board shall consist of not less than five (5) nor more than twenty-one (21) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no increase in the number shall have the effect of shortening the term of any incumbent Director.

Section 3. Qualifications

Directors shall be members of the corporation.

Section 4. Election of Directors

4.1. Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

4.2. Successor Directors

Successor Directors shall be elected in two year offsetting terms at the annual meeting of members.

Section 5. Term of Office

Unless a Director dies, resigns, or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

5.1 Meeting Attendance

Board members are encouraged to attend all Benevolent Fund Board meetings. To ensure this, board members shall be required to attend no less than 75% of the regular scheduled board meeting within a year. Board members may be excused by the President or his designee. Excused absences will not count against the 75%. Board members not meeting this requirement will be removed and the position will be filled appointed by the Board.

Section 6. Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect immediately or at the date specified at the time notification is given.

Section 7. Removal

If there be members of the corporation, at a meeting of the members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a Quorum is present.

Section 8. Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9. Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

Section 10. Board Committees

Special Committees may be created as necessary by the Board of Directors.

10.1. Audit Committee

Shall be composed of two members to be appointed by the Board of Directors. The Treasurer will also be a member of the audit committee by virtue of his/her position. Audits shall be conducted by June 30 of each year.

10.2. Quorum, Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum.

10.3. Resignation

Any member of any committee may resign at any time by delivering written or verbal notice to the President, the Secretary or the chairperson of such committee.

10.4. Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE 5. MEETINGS

Section 1. Membership Business Meetings

There shall be a minimum of one membership business meeting per year. The annual meeting shall be held at a time and place set by the Board of directors. There shall be no less than nine or more than 15 months between annual meetings.

Section 2. Special Meetings

Special meetings of the members may be called by majority vote of the Board of Directors. Special meetings shall be held at a date, time, and place as the board determines.

Section 3. Regular Meetings for Board of Directors

Regular meetings are normally held every three months. There may be times when regular meetings are rescheduled. Rescheduling meetings is done by the Board of Directors.

Section 4. Quorum

A quorum shall consist of no less than 5 members. A meeting can occur with less than 5 members present, but no transaction of business can occur.

It is understood that the majority of action taken by the Board occurs outside of a regular or special meeting. It is further understood that these actions will be in accordance with the policies and procedures set forth in this document. Action typically is the donation and disbursement of funds from the KFBB.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

Section 1. Books and Records

The corporation shall keep copies of its current Articles of Incorporation; correct and adequate records of accounts and finances; minutes of the proceedings of its members, if any, and Board, and any minutes which may be maintained by committees of the Board; records of the names and addresses of each Board member. All books and records of the corporation shall be open at any reasonable time to inspection by any member.

Section 2. Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31.

Section 3. Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board. The President may suspend such rules of order and pursue decision-making by a consensus process when that method appears more likely in his or her judgment to produce a higher quality of decision upon a given matter. For purposes of the record, a vote may then be taken upon the matter at the conclusion of that process.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws.

The foregoing Bylaws were amended and adopted by the Board of Directors on August 12, 2014

Chris Bigelow, President

Chris Rotter, Secretary