

**BYLAWS  
OF  
PROFESSIONAL FIRE FIGHTERS OF KITSAP COUNTY  
BENEVOLENT ASSOCIATION**

**ARTICLE 1. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the board may designate or as the business of the corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

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

International Association of Fire Fighters Local 2819

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. BOARD OF DIRECTORS**

**1. General Powers**

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

**2. Number**

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.

### **3. Qualifications**

Directors shall be members of the corporation, if the corporation has members. Directors, and such future class or classes of members as there may be, may have such other qualifications as the Board may prescribe by amendment to these bylaws.

### **4. Election of Directors**

#### **3.4.1 Initial Directors**

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

#### **3.4.2 Successor Directors**

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

### **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.

### **6. Annual Meeting**

The annual meeting of the Board shall be held without notice, immediately following and at the same place as the annual meeting of members if any members there be, for the purposes of electing officers and transacting such business as may properly come before the meeting. Otherwise, by resolution, the board may specify the date, time, and place for the holding of the annual meeting.

### **7. Regular Meetings**

By resolution, the board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

## **8. Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

## **9. Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **10. Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

## **11. Notice of Special Meetings**

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at nor the purpose of the special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

## **12. Waiver of Notice**

### **3.12.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

## **2. By Attendance**

The attendance of a Director at a meeting shall 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.

### **3.13 Quorum**

Greater than fifty per cent of the Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **3.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to

dissent or abstain shall not apply to a Director who voted in favor of such action.

## **16. Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were minutes of a Board meeting.

### **3.17 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. 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.

### **3.18 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.

### **3.19 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.

### **3.20 Board Committees**

#### **3.20.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office,

may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal the Bylaws; (b) elect, appoint, or remove any member of any committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter, or repeal any resolution of the board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the designation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

### **3.20.2 Quorum, Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which quorum is present shall be the act of the committee.

### **3.20.3 Resignation**

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

### **3.20.4 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.

## **21. Compensation**

The Directors shall receive no compensation for their service as Directors

but may receive reimbursement for expenditures incurred on behalf of the corporation.

## **ARTICLE 4. OFFICERS**

### **1. Number and Qualifications**

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **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.

### **4.3 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.

### **4.4 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.

### **4.5 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.

#### **4.6 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 Benevolent Association.

#### **4.7 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.

#### **4.8 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.

#### **4.9 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.

#### **4.10 Representative**

A Board of Directors Representative is a voting Board member. There shall be a Representative for each organization listed in Article 2 of these Bylaws. Each Representative must be an active member or active retiree of that respective organization they are representing. For the purposes of Representative, the spouse

of a member of an organization listed in Article 2 shall also be considered a member of that same organization. There shall be no less than two representatives on the board – if necessary, there will be two representatives from one organization listed in Article 2.

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.

#### **4.11 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 5. ADMINISTRATIVE PROVISIONS**

#### **5.1 Books and Records**

The corporation shall keep at its principal or registered office 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 and class, if applicable, of each member, if any, and of each Director, and the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member, if any there be, of three months standing or to a representative of more than five percent of the membership, if any there be.

#### **5.2 Accounting Year**

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

#### **5.3 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Atwood's Rules of Order on Parliamentary

Procedure, 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 6. 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 adopted by the Board of Directors on June 1, 2010.

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Brian Danskin, President

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Jason Christian, Secretary