

By-Laws
Atlantic County Firefighters' Association
of the State of New Jersey
December 20, 2017 (revised))

ARTICLE I
EFFECT

SECTION 1: The By-Laws of this Association shall be equally binding with the Constitution and shall not change or conflict with any of the rules of the Constitution.

ARTICLE II
MEMBERSHIP

SECTION 1: Application for fire company voting membership shall be in writing and be accompanied by the entrance fee.

SECTION 2: Non-voting membership shall be those individuals that are current members of the member Fire Companies.

SECTION 3: A fire company, newly accepted to membership shall, at the next Regular Meeting of the Association, submit a list of three (3) delegates and one (1) chief officer who shall be the voting members for that company.

SECTION 4: All member fire companies shall submit their yearly dues and the list of their three (3) elected or appointed delegates and chief officer each year by the January Meeting of this Association. Delinquent companies will lose voting privileges until compliance with this section has been completed.

SECTION 5: Special dispensation may be made for out of County Fire Companies for their participation in meetings and social events of this Association without privilege of voting. Dues shall be on the same basis as regular member Fire Companies.

ARTICLE III
DUES

SECTION 1: Dues for one year for member Fire Companies shall be in the sum of one hundred (\$100.00) dollars payable, upon acceptance in the case of new members, or by the Annual Meeting in January of this Association in the case of present member Fire Companies.

ARTICLE IV
VOTING

SECTION 1: Voting shall be restricted to the delegates and chief officer of each company as shown on the records of this Association in accordance with the report filed by the Secretary of each individual fire company.

SECTION 2: Voting shall be done by each voting delegate and chief officer present showing his current card and waiting for it to be recognized and counted.

SECTION 3: No alternates for voting members will be allowed. Absent voting members shall not be voted by the voting members who may be present.

SECTION 4: Constitution and By-Law additions, deletions, or revisions shall require a two thirds (2/3) affirmative vote of the then present voting members for acceptance.

SECTION 5: All other matters coming before this Association shall require a majority vote of the then present voting members of this Association for acceptance.

SECTION 6: Any member, whether voting or non-voting shall have the privilege of attendance at the Regular or Special Meetings of this Association and of speaking on any subject brought on the floor.

SECTION 7: Visitors at the Regular Meetings may, with the permission of the President, speak on any subjects brought before the Association. They shall not propose nor second a motion and shall have no vote.

ARTICLE V **ELIGIBILITY OF OFFICERS**

SECTION 1: To be eligible for the office of President, First Vice President, or Second Vice President, a member must be;

*A: in good standing with their member Fire Company
and*

B: a current, or past, delegate - or - current, or past, chief officer, of their member Fire Company at the time of their election to office, but does not have to remain in that category after said election.

SECTION 2: The Office of Secretary, Treasurer, Assistant Secretary-Treasurer, Chaplain, Sergeant-at-Arms, and members of the Executive Committee may be held by any member, in good standing with their member Fire Company, whether they are a voting or non-voting member.

SECTION 3: All of the above must be in good standing within the Association with respect to the yearly dues of their respective member Fire Companies.

SECTION 4: To be re-elected to any position, a member must have attended at least fifty percent (50%) of the regular meetings during the previous year. Executive Committee members and Administrative Officers must also attend at least fifty percent (50%) of the Executive Committee meetings. The attendance requirement for re-election may be waived by recommendation of the Executive Committee and a majority vote of the association at a regular meeting. The Executive Committee shall only make such a recommendation after reviewing acceptable extenuating circumstances that have prevented an officer or committee member from fulfilling their obligations during the prior year. The Executive Committee may make such recommendation to the association without specific explanation if needed to provide appropriate privacy to the officer or committee member requesting that attendance requirements be waived.

ARTICLE VI **DUTIES OF OFFICERS**

SECTION 1: The President shall preside at all meetings of this Association and shall conduct them according to accepted Parliamentary Procedure; appoint all committees, except the Executive Committee, in their entirety or by chairperson only who shall select the other members of his/her committee; he/she shall serve as an ex-officio member of all committees; he/she shall, with the Treasurer, sign all checks for the disbursement of the funds of this Association. In the President's absence, the First Vice President shall sign the checks.

SECTION 2: The First Vice President shall work closely with the President in order to be able to assume the chair and duties of the President in his/her absence.

SECTION 3: The Second Vice President shall familiarize himself/herself with the duties of the President and First Vice President in order to assume the higher position should an occasion require it.

SECTION 4: The Secretary shall keep true and accurate minutes of the procedures of the meetings of this Association; forward copies of the minutes to all voting members; notify all voting members of Special Meetings if and when called by the President.

SECTION 5: The Treasurer shall receive all monies due the Association and deposit them in a bank or banks as shall be authorized by the Association. He/she shall pay them out only upon orders drawn on him/her by the Association. The Treasurer's signature and that of the President or of the First Vice President shall be required on all checks for the disbursement of the funds of this Association. The Treasurer shall assist the Auditing Committee in the examination of the books and records of the Association.

SECTION 6: The Assistant Secretary-Treasurer shall assist both the Secretary and the Treasurer in their duties and become familiar with their procedures in order to be able to assume the position of either as the situation may present itself.

SECTION 7: The Chaplain shall render such spiritual guidance as may seem appropriate and also conduct the Memorial Services for our deceased members at the Annual Meeting.

SECTION 8: The Sergeant-at-Arms shall preserve order and perform other duties at the request of the President.

SECTION 9: The Executive Committee shall meet as soon as possible after their election and select one of their members to be Chairperson and preside over their meetings and also one member to be the Vice-Chairperson to preside in the absence of the Chairperson. They shall act as advisors to the Officers and help to formulate policies of the Association. The Executive Committee shall have the responsibility of reviewing all Association matters involving, but not limited to, budgets and salaries of the Association and all subdivisions and committees thereof as well as all proposed expenditures not included in their budgets and all permanent commitments. Being an elected Committee, they will have the responsibility of reviewing policy of all of the Active Committees within this Association and making recommendations to the respective Committee Chairperson concerning this policy. They will also review and make recommendations on any matters before the Association as referred to them by the President at his/her discretion. Their actions and recommendations will primarily be to advise the membership on matters with decisions made by the Executive Committee on behalf of the Association be done so only with regard to immediate need or confidential matters. The Association, after a majority vote, may review or change any decisions made by the Executive Committee on behalf of the Association.

ARTICLE VII **COMMITTEES**

SECTION 1: Committees appointed by the President shall endeavor to discharge their duties in the most expeditious manner and report promptly to the President and members of the Association. The Chairperson of any Active Committee or his/her duly appointed representative, shall be required to attend all regular meetings of the Executive Committee.

SECTION 2: The Auditing Committee shall be appointed at the December Meeting and shall examine the books and records of the Association at their earliest convenience. Their report will be due at the March Meeting of the Association.

SECTION 3: All expenditures of the Atlantic County Firefighters' Association and all subdivisions and committees thereof, shall be budgeted items, and their proposed budgets must be submitted prior to the January Meeting of the Executive Committee for review, study, and recommendations. The budgets will then be presented for approval by the membership of this Association at the February Meeting.

ARTICLE VIII **VIEWINGS AND FUNERALS**

SECTION 1: The President may issue a call for the members of the Association to assemble for viewings and/or funerals of deceased members.

ARTICLE IX
ORDER OF BUSINESS

SECTION 1: *The Order of Business shall be as follows:*

*Flag Salute
Invocation
Introduction of Host Chief
Roll Call
Reading of Minutes
Report of Treasurer
Report of Committees
Communications
Deferred Business
New Business
Bills
Election of Officers
Approval of New Members
Announcements
Remarks for the Good of the Order
Place of Next Meeting
Benediction
Adjournment*

SECTION 2: *The above order may be changed to accommodate speakers or to serve the convenience of the Association, however when the situation has been satisfied the regular order of business shall be resumed.*

ARTICLE X
AMENDMENTS

SECTION 1: *Amendments to these By-Laws may be made as follows:*

- A: *The addition, deletion, or revision shall be submitted in writing at a Regular Meeting at which time discussion may be held and changes made.*
- B: *At the next Regular Meeting the proposal shall be read and discussed. Changes may be made if needed.*
- C: *The proposal shall then be voted upon. If approved by two thirds (2/3) of the then present voting members, the proposal shall become effective immediately.*

SECTION 2: *Before that date of voting, a brief description of the proposal shall be inserted in the minutes which are mailed to each voting member.*

ARTICLE XI
RULES OF ORDER

SECTION 1: *Parliamentary Procedure governing this Association shall be according to Robert's Rules of Order, Revised, Seventy-Fifth (75th) Anniversary Edition, or later.*

ARTICLE XII

SECTION 1: **SEVERABILITY** *If any article, section, subsection, sentence, clause, or phrase of these By-Laws shall be held to be invalid for any reason, such decision shall not affect the remaining portions of these By-Laws.*

SECTION 2: **CONFLICTS** *These By-Laws are subordinate to all provisions of the Declaration, and to any applicable provisions of the Annotated Code of New Jersey. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as in the Declaration or the aforesaid statutes. In the event of any conflict between the aforesaid Declaration and any applicable provisions of the Annotated Code of New Jersey, the provisions of the statute shall control.*

SECTION 3: DISSOLUTION Upon the dissolution of the corporation, 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 purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 4: PURPOSE Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 5: NET EARNINGS No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.

SECTION 6: POLITICAL ACTIVITY No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII **CONFLICT OF INTEREST POLICY**

SECTION 1: PURPOSE

The purpose of this conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering in to a transaction or arrangement that might benefit the private interest of an officer of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2: DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A: An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.*
- B: A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or*
- C: A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.*

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, Subsection 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

SECTION 3: PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- A: An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.*
- B: The chairperson or the governing board or committee shall, if appropriate, adopt a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.*
- C: After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.*
- D: If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.*

4. Violations of the Conflicts of Interest Policy

- A: If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.*
- B: If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.*

SECTION 4: RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain;

- A: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.*
- B: The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.*

SECTION 5: COMPENSATION

- A: A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.*
- B: A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.*
- C: No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.*

SECTION 6: ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A: Has received a copy of the conflicts of interest policy.*
- B: Has read and understands the policy*
- C: Has agreed to comply with the policy, and*
- D: Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.*

SECTION 7: PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A: Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.*

- B: Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in excess benefit transaction.*

SECTION 8: USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.