

Adirondack Volunteer Firefighters Benevolent Association

“AVFBA”



Adopted on April 4, 2017

Founding Board Members – Michael Turano, President, George Verfurth, Vice President, Georgia Gahan, Treasurer, Cheri Hayes, Secretary, Robert Swan, Trustee, Fred Comstock, Trustee, William Bibby, Trustee

## Adirondack Volunteer Firefighters Benevolent Association

### Bylaws

#### Purpose

The purpose of "AVFBA" is to assemble an association of Volunteer firefighters and to form a 501 (c)(3), "not for profit," fund raising body to meet the benevolent needs of our Volunteer Firefighters.

The purposes of such corporation shall be the maintenance of suitable headquarters for, and the promotion of friendly association for the betterment of the members of such association and their relations with the community, for the promotion of fraternal intercourse among the members of such association, to study and disseminate among the members of such association the most efficient manner of fighting fires and the relief, aid and assistance of such members and their families who are disabled or indigent and to acquire real and personal property such as may be necessary for the purposes herein set forth and the promotion of the welfare of the volunteer fire service.

#### Mission Statement

The Adirondack Volunteer Firefighters Benevolent Association, Inc is committed to helping Volunteer Firefighters, and their families, in times of hardships, sickness or need. We will strive to provide a helping hand in times of distress, benefits in times of financial hardship and fellowship among firefighters and citizens in all times, good and bad.

### Article I

Section 1.

#### Offices

\* The Board of Directors will consist of The President, Vice President, Secretary, Treasurer and three (5) Trustees.

\* It shall be ordered that no less than Four (5) Board members will constitute a quorum for any business to be conducted and to be considered official.

\*\* The Board voted to add two (2) additional Trustee Positions on July 22, 2018

## Section 2.

### Responsibilities of Board Members

#### President

The president shall preside at all meetings of the directors. The president shall be an ex officio member of all standing committees. The president shall have power to sign and execute all contracts and instruments of conveyance in the name of the association, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees, subject to the approval of the Board of Directors. The president shall perform all the duties usually incident to the office of the president.

#### Vice President

The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The vice-president shall have such powers and perform such duties as may be delegated thereunto by the president or prescribed by the Board of Directors.

#### Secretary

The secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the members, and, unless otherwise directed, the minutes of all meetings of committees in books provided for that purpose. The secretary shall give, or cause to be given, notice of all meetings of members and directors, and all other notices required by law or by these by-laws, and in case of the secretary's absence or refusal so to do, any such notice may be given by any person thereunto directed by the directors upon whose requisition the meeting is called.

The secretary shall have charge of the association books and records. The secretary shall have the custody of the seal of the corporation and affix the same to all instruments requiring it when authorized by the directors and attest the same. And the secretary shall, in general, perform all the duties incident to the office of secretary.

The secretary shall maintain possession the association and said seal shall be circular in form and have inscribed thereon the name of the corporation, the year of its association, and the words "Association Seal" and "New York". The seal may be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

## Treasurer

The treasurer shall have charge of all moneys of this association and deposit the same in the name of the corporation in a depository selected by the Board of Directors. The treasurer shall only disburse said funds as ordered or authorized by the Board of Directors. The treasurer shall keep accurate accounts of receipts and disbursements, submit books and records to the Board of Directors at each regular meeting of the Board and give an itemized statement of accounts at each stated meeting of the corporation. The treasurer shall sign all checks on behalf of the association upon all its banks accounts. All checks, however, shall bear the countersignature of the president, or such other person as the Board may designate by resolution. The treasurer shall file and preserve all vouchers. The treasurer, and any other signatory to checks of the association, shall execute and file with the Board of Directors a bond conditioned upon the faithful performance of his or her duties, as treasurer, in an amount fixed by the Board of Directors. The premium for such bond, however, shall be paid by the association. In the case of the absence or disability of the treasurer, the Board of Directors may appoint a treasurer until the next election.

**\*\* The fiscal, and Operational, period for the association, shall be January 1<sup>st</sup> to December 31<sup>st</sup>.**

## Vacancies

If the office of any officer becomes vacant, the directors may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of their predecessor and until their successor is elected or appointed and qualified.

**\*\* The Board of Directors may appoint from time to time as it deems necessary committees to further the work of the Board of Directors.**

Section 3.

## Qualifications of Office

Each director shall be at least 18 years of age and shall be either an Active Member in good standing or a Life Member in good standing of the Adirondack Volunteer Firefighters Benevolent Association for a minimum of two (2) years.

**\*\* The qualifications to hold office shall be waved for the first two (2) years upon formation of the association, and shall be in effect as of January 17, 2019**

## Election and Terms of Office

1. The directors shall take and hold office contemporaneous with their election and term as directors of the Adirondack Volunteer Firefighters Benevolent Association.

2. The terms of office shall be the following:

- President – 2 years
- Vice President – 2 Years
- Secretary – 2 Years
- Treasurer – 2 Years
- Trustee – 3 Years
- Trustee – 2 Years
- Trustee – 1 Year
- Trustee – 2 years
- Trustee – 1 Year

3. Any Board Member may be removed for cause by two thirds vote of the Board of Directors.

4. Any Board Member may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary.

**\*\* Upon formation, the newly elected officers of the association shall hold office until January 17, 2019.**

5. Nominations of officers shall be received, in writing, by the REGULAR December meeting, said nominations will then be voted on at the ANNUAL meeting.

6. All officers shall remain in elected positions until the February meeting to allow for an adequate transitional period so as not to impede on association business.

**\*\* The initial officers shall serve until the second annual meeting of the Board of Directors, or until their successors have been elected. Thereafter, the president, vice president, secretary and treasurer of the association shall be elected by the directors at the January Regular meeting of the Board of Directors. The Membership shall elect a president, vice president, secretary and treasurer, each of who shall be an Active or Life Member in good standing at the time of appointment of the Adirondack Volunteer Firefighters Benevolent Association and shall hold office for the term as defined in Article 1, Section 3 of these Bylaws. The term of office shall commence immediately upon election and continue until the officer's successor has been elected and qualified.**

## Article II

### Section 1

#### Meetings

**\*\* Until a permanent location can be allocated, monthly meetings shall be held at Volunteer Fire Stations determined at least five (5) days prior to the scheduled meeting.**

1. The REGULAR meeting of the Board shall take place on the 3rd Monday of each month at the location designated by the President at the prior months meeting at 7:00 pm, or at such time as the Board shall designate or at such other place and time as may be designated.

2. The ANNUAL meeting shall be held on the 3<sup>rd</sup> Sunday in June.

2. The attendance at the REGULAR monthly meetings shall be limited to Board Members, with the exception of a new applicant.

**3. The attendance at an ANNUAL meeting is open to all membership.**

4. The Order of Business at a Regular/Annual Meeting shall be as follows:

- Call to Order
- Pledge of Allegiance/Moment of Silence
- New Membership Applications
- Reading/Acceptance of Previous Minutes
- Treasurers Report
- Reports of Committees
- Old/Unfinished Business
- New Business
- Good of the Organization
- Adjournment

5. Special/Emergency meetings shall be held upon written notice to the directors at the call of the President or any two directors. The notice of a Special/Emergency meeting shall state the place, date and hour of the meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting, and specify the purpose thereof. The notice shall be given, via phone, to all Board Members at the phone numbers submitted, by said Board Members, for the matter of record to The Adirondack Volunteer Firefighters Benevolent Association.

6. It shall be the responsibility of the Secretary to give notice of any adjourned meeting of the board, specifying the time and place of the next meeting, shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

7. In the event that an application for assistance is received, or an Emergency arises, between meetings the President shall have the authority to obtain a “phone or email” vote from the Board of Directors. All votes must be documented, dated and submitted to the Secretary.

\*\* Article 2, Section 7, was voted on, and approved by the Board, September 2017.

### Article III

#### Section 1.

##### Membership

1. Membership in this organization shall be limited to all current active members, life members, associate members or individuals who have served 20 or more years in the Volunteer Fire service, Volunteer EMS service or who were Past Chiefs.
2. All applications for membership shall be in writing on a form approved by the Board of Directors. The application must be signed by the applicant. The application shall be delivered to the Secretary with an application fee in the amount of \$25.00, or as set by the Board of Directors.
3. Upon receipt of all applications for membership, the Secretary shall forward the application to the Board of Directors. The Board of Directors shall conduct a review of the application at its next meeting following receipt of the application by the Secretary and either approve the application by a majority vote of those Directors then present or reject the same.
4. The Secretary shall notify the applicant in writing of the outcome of the vote by the Board of Directors. If disapproved, the Secretary shall also return the application fee.
5. Only members in good standing shall be entitled to vote at any regular, special or annual meeting of the organization.
6. An Active Member shall be defined as a member who is current on his/her yearly dues for the current calendar year.
7. Each member is required to pay membership dues of \$25.00 per year to maintain “Member in Good Standing” status, and to be able to vote at the annual meeting.
8. A Life Member shall be defined as a member with, continuous, 10 years of membership in the Adirondack Volunteer Firefighters Benevolent Association or has paid his/her Life Membership dues of \$175.00.

\*\* All paid individual memberships shall include a membership, paid by the association, to the Fire Association of the State of New York. (FASNY)

\*\* FASNY membership shall not be paid for Fire Company's or Departments who make a "show of support" donation to the association.

\*\* Membership dues were increased on October 15, 2017 with Board approval.

9. It shall be the responsibility of the membership to:

- actively participate in Annual Meetings and Fundraiser Events.
- be respectful, and professional at all meetings of the association.
- faithfully fulfill their duties if elected as a Board Member or Committee Member.
- faithfully promote the cause of this association.
- To adhere to all Bylaws and Regulations of the Adirondack Volunteer Firefighters Benevolent Association.

\*\* Membership in the Adirondack Volunteer Firefighters Benevolent Association shall be available to VOLUNTEER members of Emergency Medical Services Organization (Rescue Squad) under the following circumstances:

- They serve as a Volunteer in their Organization
- They are sponsored/recommended by a Fire Company/Department
- They are sponsored/Recommended by a Board Member.

\*\* Effective October 15, 2017, all Volunteer EMS personnel are eligible for membership.

There shall be a membership status of "Sponsoring" Member. This classification is for those individuals who financially support the association annually but are not affiliated with any Fire Company or EMS Squad. This membership status shall not include voting privileges at annual meetings and they shall not be eligible for assistance or FASNY membership. The "sponsoring" member shall receive a membership card, and their membership number will reflect sponsorship with an "S". Example S999.

#### Expulsion of Membership

Membership, Board Members not excluded, shall be suspended, or terminated, if any member willingly and knowingly violates these Bylaws of the Adirondack Volunteer Firefighters Benevolent Association, by two thirds vote of The Board of Directors.



## Article IV

### Section 1

#### Voting

Voting procedures, on any business of the association, including membership, shall consist of the following:

- majority vote of members present
- must be a member in good standing
- Phone (Verbal) or Email Voting acceptable as of September 2017

## Article V

### Section 1

#### Compensation

Directors, as such, shall not receive any salary for their services as directors, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board and of any committee of the Board of Directors.

## Article VI

### Section 1

#### Financial Aid Assistance

1. It is the intent of this association to aid Volunteer Firefighters, and their families, in their time of need. This assistance will include, but will not be limited to, the assistance of paying bills such as, heating, electric, insurance and medical copayments in time of desperation.
2. An application will be available to any member, in need of assistance, and shall be deemed confidential at all times, and at NO time shall be discussed outside the realm of The Board of Directors.
3. An Emergency Meeting can, and shall be, called under extreme circumstances to aid Volunteer Firefighters, and their families, if needed.
4. The association shall NOT offer, or elect to, provide funding, to ANY member, for legal fees associated with, but not limited to, any member involved in, or accused of, any criminal activities.

5. The association shall NOT offer, or elect to, aid any member for the purpose of continuous credit card purchases of said member.

## Article VII

### INDEMNIFICATIONS

1. If a director or officer of the association is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the corporation, then, to the full extent permitted by law, the corporation, shall:

- Advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding; and
- Indemnify such director or officer for all sums paid by such officer in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause (1) of this paragraph.
- The association may obtain, as an expense of the association, such insurances as the Board of Directors may determine proper to such indemnification.

## Article VIII

### Amendments

These by-laws may be amended, changed or repealed by a majority vote of the Board of Directors at any regular meeting of such Board, provided that such amendment, change or repeal must be resubmitted at the next subsequent regular Board meeting and passed again by a two-thirds majority vote of the Board Members present.