

NEW JERSEY FIRE AND EMERGENCY MEDICAL SERVICES INSTITUTE

BY-LAWS

Article I – Officers

Section 1. Registered Office.

The New Jersey Fire and Emergency Medical Services Institute (hereinafter, the “Corporation”) shall have and continuously maintain in the State of New Jersey a registered office, with a registered agent whose business office is identical with such registered office. The address of the registered office may be changed from time to time by the Board of Directors.

Section 2. Other Offices.

The Corporation may also have an office or offices at such other place or places within the State of New Jersey as the Board of Directors may, from time to time, designate and as the business of the Corporation may require.

Article II – Purposes

Section 1. Nature of the Corporation

The Corporation is a nonprofit corporation, which is organized and shall be exclusively operated for educational and charitable purposes in accordance with the provisions of Section 501(c) (3) of the Internal Revenue Code and the regulations and applicable rulings issued thereunder.

Section 2. Primary Purposes.

The Corporation is organized, and shall be exclusively operated, in accordance with its Articles of Incorporation.

1. To educate the people of New Jersey concerning fire safety;
2. To assist in moving New Jersey closer to eliminating all danger from fire related hazards and other emergencies;
3. To cooperate with the State of New Jersey Fire Safety Commission in dissemination of educational information; and
4. To cooperate with government agencies and other interested organizations in identifying the needs of fire and emergency medical services and planning to meet them.
5. In no event shall the Corporation engage on any activity which is not permitted to a non-profit organization within the definition of Section 501(c)(3) of the Internal Revenue Code or within any provision of law.
6. The Corporation will not support or oppose any candidate for public office.

Article III – Membership

Section 1. Classes of Membership.

Members of the Corporation may be elected without limit as to numbers on approval of the membership application with the supporting material and upon receiving a majority vote of the Board of Directors. Each member shall be classified by the Membership Committee according to one of the following classifications:

- A. Statewide Organization is any New Jersey fire service or emergency medical organization that has representation from a minimum of eight (8) counties and has been in existence for at least three (3) years and becomes a member of the Institute no later than December 31, 2006. Each organization shall have one vote but may have up to three (3) delegates. The delegates' names must be submitted, on the official letterhead of the organization or a form provided by the Corporation, by the first business day of January each year to the Secretary of the Corporation in order to be eligible to vote for that year.
- B. Member is any county, regional, or state fire or emergency service organization, incorporated in the State of New Jersey, that has been in existence for at least three (3) years wishing to participate in attaining the objectives of the Corporation. Each organization shall have one vote but may have up to three (3) delegates. The delegates' names must be submitted, on the official letterhead of the organization or a form provided by the Corporation, by the first business day of January each year to the Secretary of the Corporation in order to be eligible to vote for that year.
- C. Corporate Member is any firm or corporation authorized to do business in the State of New Jersey wishing to participate in attaining the objectives of the Corporation. Each organization shall have one vote but may have up to three (3) delegates. The delegates' names must be submitted, on the official letterhead of the organization or a form provided by the Corporation, by the first business day of January each year to the Secretary of the Corporation in order to be eligible to vote for that year. There are four levels of Corporate Membership; Chair Level, Executive Level, Associate Level, and Academic Level.
- D. Honorary Membership is a person of outstanding prominence who has made a singular contribution to the goals of the Corporation. Such a member shall be exempted from paying dues and is not eligible to vote or hold office.
- E. Other levels of membership may be authorized by the Board of Directors for individuals wishing to participate in attaining the objectives of the Corporation. The levels will normally be based on a financial contribution. No voting rights shall accrue to these levels of membership. Other benefits may be established by the Board of Directors.

Section 2. Certificate of Membership.

All members shall receive a certificate of membership appropriate to their classification.

Section 3. Distribution of Materials.

All members shall be on the mailing list to receive such materials as the officers of the Corporation from time to time shall see fit to distribute.

Section 4. Dues.

Annual dues shall be set from time to time by the Board of Directors.

Article IV – Board of Directors

Section 1. General Powers.

The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board. The making of grants, and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation shall be within the exclusive power of the Board of Directors. In furtherance of the purpose set forth in Article Two of the Articles of Incorporation, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for charitable or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, as the same may from time to time be amended. The Board of Directors shall review all requests for funds from such organizations, may require that such requests specify the use to which the funds will be put, and, if the Board of Directors approves the request, shall authorize the payment of such funds to the approved grantee.

Section 2. Number, Qualifications, Election, and Term of Directors.

The number of Directors shall be seven (7). Directors shall be residents of the State of New Jersey. The Directors shall be the President, Vice President, Secretary, Treasurer, and three (3) Trustees. At each annual meeting one individual shall be elected Trustee for a three (3) year term of office and until a successor is elected and qualified. Election to the Board of Directors shall be by a majority vote of the statewide organizations.

Section 3. Honorary Members of the Board.

Honorary members of the Board of Directors may be elected annually by majority vote of the Board of Directors.

Section 4. Annual Meetings:

The annual meeting of the Board of Directors shall be held without other notice than this By-law, at the Corporation's principal office on the third Saturday in January of each year at 10:00 AM unless otherwise scheduled by the Board of Directors.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board called by them.

Section 6. Notice.

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail to each Director at the address as shown in the records of the Corporation, or by facsimile or E-mail if the Director has previously agreed. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. The attendance of a Director at any 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.

Section 7. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Manner of Acting.

The Board of Directors shall act by majority vote at a meeting at which a quorum is present. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation by such means shall constitute presence in person at such meeting. When a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting.

Any action required or allowed to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all the Directors.

Section 9. Compensation.

Directors as such shall not received any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each annual or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 10. Resignation of Directors.

A Director may resign from the Board of Directors at any time by giving a written notice of his resignation in writing addressed to the President or Secretary of the Corporation, or by presenting his written resignation at an annual or special meeting of the Board of Directors. Any vacancy shall be filled in accordance with Article V, Section 4, Vacancies.

Article V - Officers

Section 1. Officers.

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as may be elected in accordance with the provisions of this Article.

Section 2. Election and Term of Office.

The President, Vice President, Secretary and Treasurer shall be elected from among the delegates at the annual meeting of the Board by the statewide organizations.

Ninety (90) days before the annual meeting the President shall appoint a Nominating Committee composed of three (3) delegates, each representing a different statewide organization. Nominations may also be presented from the floor at the time of the election but such nomination must be in writing for presentation to the Secretary and must carry the signature of at least four statewide organizations. New Officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year and until a successor shall have been duly elected and qualified.

Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board upon a majority vote of the entire Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies.

A vacancy in any office, including Trustee, because of death, resignation, removal, disqualification or otherwise, shall be filled by such person as shall be appointed by the President of the Corporation, with the approval of the Board of Directors within forty five (45) days of the vacancy, for the unexpired portion of the term to which he or she succeeded.

Article VI – Duties of Officers

Section 1. President.

The President shall be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall; preside at all meetings of the Board of Directors as Chairman of the Board of Directors.

Section 2. Vice President.

In the event of the death or resignation of the President, the Vice President shall have all powers of, and be subject to all restrictions upon, the President.

Section 3. Secretary

The Secretary shall keep the minutes of the meeting of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and see that the seal of the Corporation is affixed to all documents, as duly authorized by the Board of Directors; to keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4. Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. Said bond shall be paid for by the Corporation.

Article VII – Committees

Section 1. Committees.

The President may appoint such committees as the President may determine, which shall have powers and duties as shall from time to time be prescribed by the President. One member of each committee shall be appointed Chair thereof.

Section 2. Executive Committee.

The Board of Directors may designate and appoint an Executive Committee, which shall consist of two or more Directors, one of whom shall be the President of the Corporation, which committee shall have and exercise the authority of the Board of Directors in the management of the Corporation during the intervals between meetings; provided, however, that such committee shall not have the authority of the Board of Directors in reference to amending, altering, or repealing the By-laws; electing, appointing, or removing any Director of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it or him by law.

Section 3. State-wide Emergency Services Conference.

The State-wide Emergency Services Conference shall be a committee of the Corporation consisting of the three (3) delegates of each member. Each member organization shall have one vote. The Conference shall function as an advisory body to the Corporation on priorities and issues that affect the fire and life safety community.

It shall identify emergency response needs, issues, problems, and solutions and help the Corporation develop and present information about these concerns to the life safety community, local and state government representatives, and the general public.

The Conference will exchange information among the members, build coalitions to address common issues, explore concepts, and apply the shared experiences to build bridges. It shall strive to be a creative forum for information and ideas that the Corporation can develop and implement.

Conference members are expected to support the activities of the Corporation in its educational mission and to act in a professional manner befitting the proud traditions of our state's emergency services.

The Chair of the Conference shall be elected annually following nominations from the floor. If there is more than one nominee, the election will be by secret ballot. If a candidate does not receive a majority of the vote, a run-off election between the two (2) candidates receiving the highest vote count will be held.

The State-Wide Emergency Services Conference shall hold its election at the first meeting following the annual meeting of the Corporation.

The Chair may appoint committees, with the approval of the Board of Directors. All Committee deliberations and proposals shall be subject to review and approval of the Board of Directors.

A quorum of the State-Wide Emergency Services Conference shall consist of one third (1/3) of the total organizations in the Conference at the time of the annual meeting. A quorum is required for all voting decisions of the Conference.

Section 4.

One member of each committee shall be selected as Chair, however, the President shall serve as Chair of the Executive Committee.

Section 5. Action of Committees.

Each committee may adopt rules for its own governance not inconsistent with these By-laws or with rules adopted by the Board of Directors.

Article VIII – Fiscal Year

Section 1. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article IX – Seal

Section 1. Seal.

The Board of Directors shall provide a corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the words: “NEW JERSEY FIRE & EMERGENCY MEDICAL SERVICES INSTITUTE.”

Article X – Indemnification

Section 1. Indemnification.

To the maximum extent permitted by New Jersey Nonprofit Corporation Law: (1) a director shall not be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director as a director; except for liability (i) for any breach of the director’s duty of loyalty to the Corporation, (ii) for acts of omissions not in good faith or which involve the intentional misconduct or a knowing violation of the law, and (iii) for any transaction on which the director derived an improper personal benefit, and (2) the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities; shall indemnify its employees and agents and persons who serve and have served, and its request, as directors, officers, partners,

trustees, employees or agents or other corporations, partnerships, joint ventures or other enterprises controlled by it; and shall, also to the same extent, advance expenses to its directors, officers and other indemnified persons, if any, and may by By-law, resolution or agreement make further provision for indemnification of directors, officers, employees and agents, providing that such By-laws, resolutions or agreements are not inconsistent with the Articles of Incorporation. No amendment or repeal of this paragraph shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

Article XI – Dissolution

Section 1. Dissolution.

Should the Corporation be dissolved, all its assets after payment of its just debts and obligations shall, under the direction of the Board of Directors, be distributed among non-profit organizations which espouse objectives consonant with those of the Corporation, provided such organizations shall be in compliance with Section 501 (c)(3) of the Internal Revenue Code as amended. No member, representative, or director shall disqualify an otherwise eligible organization from sharing in such distribution.

Article XII – Amendments to By-laws

Section 1. Amendments.

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority vote of the entire Board of Directors at any annual meeting or at any special meeting, if at least thirty (30) days written notice is given of intention to alter, amend or repeal, or to adopt new By-laws at such meeting. A copy of the proposed amendments must be included in the notification. Members shall have the authority over by-laws provided by N.J.S.A. 15A:2-10.

Article XIII – Parliamentary Authority

Section 1. Parliamentary Authority.

The rules contained in Robert's Rules of Order, Revised, shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or the special rules of order of the Corporation.

Adopted by the Board of Directors on March 27, 2007