

SFPE Educational & Scientific Foundation

Bylaws

Adopted: April 13, 2021

Article I: General

Section 1. Name

The name of this Foundation shall be the SFPE EDUCATIONAL AND SCIENTIFIC FOUNDATION (“Foundation” or “SFPE Foundation”).

Section 2. Purpose

The SFPE Foundation, a nonprofit corporation duly formed under the provisions of Chapter 180 of General Laws of Massachusetts, is organized, and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), and shall have the purpose to enhance the scientific understanding of fire and its interaction with the natural and built environment.

Section 3. Principal Office

The SFPE Foundation will keep a principal office at such location or locations, if any, as decided by the Board of Governors.

Section 4. Registered Office and Agent

The SFPE Foundation shall always maintain a registered office in the state of Massachusetts and a registered agent at such office, as decided by the Board of Governors and consistent with Massachusetts law.

Section 5. Fiscal Year

The fiscal year of the Foundation shall be January 1 to December 31.

ARTICLE II: MEMBERS

Section 1. Members. The Foundation shall have no members.

Article III: BOARD OF GOVERNORS

Section 1. Powers and Duties

The Board of Governors shall be responsible for governing the Foundation and for deciding the way it will conduct its business. The Officers and Governors-at-Large shall serve without compensation but may be reimbursed for ordinary and customary expenses incurred in the performance of their official duties.

Section 2. Number and Qualifications

The Board of Governors shall be composed of the Board Chair, Vice Chair, Treasurer, Secretary, and not less than 8 and no more than 13 voting Governors-at-large in number, as decided from time to time by the Board of Governors.

All board members must be SFPE members in good standing.

Section 3. Nomination and Election

The Executive Committee will review nominations of qualified candidates to serve as Governors-at-Large, Treasurer, Vice Chair and Chair and give to the Board of Governors for approval. In addition, no fewer than 3 SFPE members may nominate any member for the position of Governor-at-Large, and the Board of Governors shall consider such nomination along with those candidates submitted by the Executive Committee.

Section 4. Terms

Governors-at-Large shall serve staggered three-year terms or until their successors are duly elected. Governors-at-Large will assume their positions on May 1. Governors-at-Large may only serve two consecutive three-year terms but may be reelected once they are off the board for at least one year. If a Governor-at-Large is elected to fill a partial term, they shall be eligible to finish the previous Governor's term and be eligible to be nominated and elected to two more consecutive three-year terms.

Section 5. Resignation

Any Governor-at-Large may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified. A Governor-at-Large who is absent from five consecutive meetings of the Board of Governors shall, unless such absences are excused by the affirmative act of the Board of Governors, be considered to have resigned from the Board of Governors and from any office held.

Section 6. Removal

Any Governor-at-Large may be removed from such office, with or without cause, by a vote of three-fourths vote of the Board of Governors at any regular or special meeting of the board called expressly for that purpose. Removal from the Board shall also constitute removal from any Foundation office held.

Section 7. Vacancies

Vacancies for Governors-at-Large shall be filled by majority vote of the remaining members of the Board of Governors for the position's unexpired term. Time served filling the vacancy shall not count toward the two consecutive 3-year term limit.

Section 8. Meetings

The Board of Governors shall meet at least annually. Additional meetings may be called by the Chair at their discretion or upon request of a majority of the Board of Governors. The Secretary shall give, or cause to be given, at least forty-eight hours' notice of all meetings in any manner allowed by Massachusetts law. A majority of the Board of Governors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Governors. Each Officer and each Governor-at-Large shall have one vote; neither Officers nor Governors-at-Large may vote by proxy. Unless otherwise required by Massachusetts law, the act of a majority of members of the Board of Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors. Any meeting of the Board of Governors may, if so decided by the Board, be held totally or partially by electronic communications technology in which all participants can hear each other, as provided by Massachusetts law. Any action needed or allowed to be taken at a meeting of the Board of Governors may be taken by the unanimous written consent of all members of the Board of Governors (including via email).

Article IV: OFFICERS

Section 1. Officers

All Officers of the Foundation, except for the Secretary, shall be nominated and elected by the Board of Governors from their own number. The elected Officers of the Foundation shall be a Chair, a Vice Chair, a Treasurer, and a Secretary, who, except for the Secretary, shall all serve without compensation, but who may be reimbursed for ordinary and customary expenses incurred in the performance of their official duties as authorized by the Board of Governors.

Section 2. Term of Office

Officers shall assume their position on May 1 and will hold office for three years with the possibility of being reelected to a consecutive term, except for the Secretary who serves as an ex-officio officer.

Section 3. Chair

The Chair shall be responsible for the integrity of the Board of Governors governance. The Chair shall ensure that the Board of Governors acts in a manner consistent with laws, the Articles of Organization, the provisions of these Bylaws, and the policies and guidance documents adopted by the Board of Governors. The Chair shall serve as an ex-officio member of all committees. The Chair may act as spokesperson for the Foundation, as well as sign contracts or other instruments which the Board of Governors has authorized to be executed.

Section 4. Vice Chair

The Vice Chair serves as Chair of the Board when the Chair is unable to serve.

Section 5. Treasurer

The Treasurer is the principal elected financial officer, serves as Chair of the Finance Committee, and shall serve as Vice Chair if that officer is unable to serve.

Section 6. Secretary

The SFPE Chief Executive Officer shall be an ex-officio voting officer and serve as Secretary of the Foundation to manage the affairs of the Foundation consistent with the law, the Articles of Organization, the Bylaws, and the duly adopted policies of the Board of Governors. The Secretary shall have the authority over day-to-day business operations, will be the primary signatory for contracts or other instruments that the Board of Governors has authorized to be executed and shall perform all duties incident to the role of Secretary as may be prescribed by the Board of Governors. The Secretary, along with the Board Chair, shall be the official spokesperson for the Foundation.

The Secretary shall see that the minutes of the meetings of the Board of Governors are kept, see that all notices are duly given following the provisions of these Bylaws, and ensure that corporate records are kept.

Section 7. Removal/Resignation

An officer may be removed from such office, with or without cause, by the Board of Governors by a vote of three-fourths vote of the Board of Governors at any regular or special meeting of the board called expressly for that purpose. Removal shall also constitute removal from the Board of Governors.

An officer may resign at any time by supplying written notice of resignation to the Chair or, in the case of the resignation of the Chair, to the Vice Chair.

Section 8. Vacancies

A vacancy in the office of Chair shall be filled by the Vice Chair. A vacancy in the office of Vice Chair shall be filled by the Treasurer. A vacancy in the office of Treasurer may be filled by the Board of Governors. These will be acting roles until the Board of Governors can meet and elect new candidates to fill the vacancy.

Article V: COMMITTEES

Section 1. Executive Committee

The Executive Committee is made up of the Officers of the SFPE Foundation. The Executive Committee is empowered to act between meetings of the board on matters which, in the determination of the Executive Committee, are time sensitive, in the best interest of the Foundation, and consistent with Massachusetts law. All actions taken by the Executive Committee shall be reported to the Board of Governors at the next regular meeting.

Section 2. Finance Committee

The Finance Committee is chaired by the Treasurer. Other members of the committee shall be current board members as well as other members of the Society. Members shall be appointed by the Board Chair and approved by the Board of Governors. The Finance Committee oversees the financial activities of the Foundation and advises the Board of Governors on significant financial matters.

Section 3. Other Committees

The Executive Committee may create, appoint members, and dissolve other committees as they shall consider proper. Such committees shall have the power and duties chosen by the Executive Committee and shall give advice and make non-binding recommendations to the Board of Governors.

Article VI: INDEMNIFICATION

To the fullest extent permitted by law, the Foundation shall indemnify any Governor-at-Large or Officer or any former Governor-at-Large or Officer, and may by resolution of the Board of Governors indemnify any other volunteers acting as authorized representatives of the Foundation, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Governor-at-Large, Officer, or authorized representative of the Foundation, including by advancing defense costs as permitted by Massachusetts law. However, there shall be no indemnification for any claim, action, suit, or proceeding brought by or in the name of the Foundation or in relation to matters as to which they shall be adjudged to be guilty of a criminal offense or liable to the Foundation for damages arising out of their own gross negligence in the performance of a duty to the Foundation.

ARTICLE VII: LIMITATION OF LIABILITY

To the fullest extent permitted by Massachusetts law, as now in effect or as may hereafter be amended, no Governor-at-Large, Officer or other person who, without compensation other than reimbursement for actual expenses, renders service to or for the Foundation, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Governor-at-Large or Officer, or, in the case of other persons, for damages resulting from an act or omission in rendering such services, unless the act or omission is not in

good faith and beyond the scope of authority of the Foundation, or unless the act or omission involved willful misconduct, a crime, or a transaction that resulted in improper personal benefit. To the fullest extent allowed by the Act, as now in effect or as may hereafter be amended, no Governor-at-Large of the Foundation shall be liable to the Foundation for money damages for any action taken, or any failure to take any action, as a Governor-at-Large.

ARTICLE VIII: BOOKS, RECORDS AND AUDIT

Section 1. Books and Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Governors and committees having any of the authority of the Board of Governors, and the names and members of all its committees.

Section 2. Audits

The Board of Governors shall cause the accounts and records of the Foundation to be audited annually by a certified public accountant.

The report of such annual audit shall be given to the Finance Committee for review and for submission to the Board of Governors for its approval.

Article IX: AMENDMENTS TO BYLAWS

These Bylaws may be amended, or new Bylaws adopted by a two-thirds vote of the Board of Governors at a meeting, by mail or electronic ballot, or any other means allowed by Massachusetts law, as decided by the Board of Governors.

ARTICLE X: DISSOLUTION

In the event of dissolution of the Foundation, the Board shall, after the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the objectives of the Foundation, in such manner, or to such organization or organizations organized exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine.