

# **Bylaws of the Illinois Corps of Fire Chaplains, Inc. ("ICFC")**

## **Article 1 – Name of Organization**

The name of the organization shall be Illinois Corps of Fire Chaplains, Inc (ICFC)

## **Article 2 – Statement of Purpose**

The purpose of *the Illinois Corps of Fire Chaplains, Inc* is

- to serve Fire Service Chaplains,
- to support the ministry of fire and emergency response Chaplains,
- to assist fire service agencies in developing Chaplaincy programs in their agencies,
- to develop standards of practice in cooperation with emergency agencies,
- to develop a network designed to assist victims of fires, disasters and terrorism.

## **Article 3 - Principal Office**

### **Section 1. *Principal Office.***

The principal office of the ICFC shall be located at 507 North 43<sup>rd</sup> Street, Belleville, IL 62226-5317.

The mailing address is: 507 North 43<sup>rd</sup> Street, Belleville, IL 62226-5317.

The principal office location may be changed by the Officers (Article 5) of the ICFC (the "Officers").

## **Article 4 – Membership**

### **Section 1. *Membership.***

The ICFC shall have two types of Members: (1) Individual Members and (2) Departmental Members. "ICFC Members" shall mean all members of both classes.

### **Section 2. *Qualifications for Membership.***

(A). A Individual Member shall be a person officially designated as a member of a fire department or emergency management agency.

(B). A Departmental Member shall be a fire department or emergency management agency interested in supporting the role of chaplains therein.

### **Section 3. *Removal from Membership.***

If a ICFC Member engages in illegal or unethical conduct unbefitting of a fire chaplain thereby actually or potentially damaging his or the ICFC's reputation he may be removed from membership by a vote of the Members if he does not resign.

## **Article 5 - Dues and Assessments**

### **Section 1. *Payment of Dues***

ICFC Members shall pay annual dues in the amounts and by the times determined by the Officers. Dues are intended to cover reasonable and proper expenses.

### **Section 2. *Nonpayment of Dues and Assessments.***

The failure to pay dues in the amounts and by the times determined by the Officers may cause an ICFC Member's membership and privileges to be suspended or terminated, as determined by the Officers.

Membership may be granted regardless of a current or prospective member's ability to pay dues. A waiver of dues shall be determined on an individual basis by the Officers.

## **Article 6 - Fiscal Year**

The fiscal year shall be the calendar year.

## **Article 7 - Officers and their Duties**

### **Section 1. *Officers.***

The Officers shall be the Board of Directors and shall consist of a minimum of President, Vice-President, and Treasurer. Multiple offices may not be held by the same person. Other offices or positions may be created by the Officers. Each officer shall have check signing authority.

### **Section 2. *Election of Officers.***

An election of Officers by ICFC Members shall be held at the annual meeting (Article 8) of ICFC in even numbered years. Officers are elected to serve for a term of two consecutive fiscal years (ending at the election of officers at the second fiscal year's annual meeting) and shall not serve more than two consecutive terms in any one position, without a lapse of at least one fiscal year. A vacancy in any office may be filled at any time by the Officers electing an Individual Member to serve until the expiration of the term vacated.

**Section 3. *President.***

The President shall be the Chief Executive Officer of the ICFC and shall have general and active control of its affairs and business. The President shall preside at meetings.

The President shall have the authority to sign all contracts and other instruments on behalf of the ICFC except as the authority may be restricted by resolutions of the members adopted from time to time.

**Section 4. *Vice-President.***

In the absence of the President, or the inability of the President to act, the duties and powers of the office shall be performed and exercised by the Vice-President.

**Section 5. *Treasurer.***

The Treasurer shall have general supervision over the care and custody of the funds and securities of the ICFC and shall deposit the same or cause the same to be deposited in the name of the ICFC in the financial institution or institutions that the Officers may designate. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the ICFC and shall render or cause to be rendered financial statements of the ICFC.

**Article 8 - Meetings of ICFC Members**

**Section 1. *Annual Meeting.***

An annual meeting of the ICFC Members shall be held on the second Thursday of January at a time to be announced unless a different date is set by a resolution of the Officers.

**Section 2. *Regular Meetings.***

Regular Membership meetings shall be held at regular and consistent intervals and times set by the officers.

**Section 3. *Special Meetings.***

A special meeting of the ICFC Members may be called by an Officer.

**Section 4. *Notice of Meetings.***

Notice of a meeting, whether annual, regular or special, shall include the place, date and time of the meeting and shall be emailed or mailed by first class mail no fewer than ten days, nor more than thirty days before the meeting. Notice of an annual or regular meeting shall include a description of any matter or matters (known at the time) that must be approved by the members

or for which membership approval is sought. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called. In the event of an emergency requiring immediate action, a meeting may be convened by the Officers or the Board as soon as reasonably practicable.

**Section 5. *Quorum.***

ICFC Members attending an Annual, Regular, or Special meeting shall constitute a quorum at the respective meeting.

**Section 6. *Voting by Members.***

All acts and resolutions of the ICFC Members shall be deemed adopted upon a favorable vote of a majority of the votes cast by ICFC Members. In order to hear any deliberation prior to a vote, voting members must be present to vote unless the Officers approve voting by proxy for an issue.

**Section 7. *Meetings by Telecommunication.***

Any or all of the members may participate in an annual, regular, or special meeting of the members, or the meeting may be conducted through the use of any means of communicating by which all persons participating in the meeting may hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 8. *Written Ballots.***

Any action that may be taken at any annual, regular, or special meeting may be taken without a meeting if the ICFC delivers a written ballot to the members.

**Section 9. *Action Without Meeting.***

Any action required or permitted to be taken at a meeting may be taken without a meeting if members have been notified and no member objects in writing within ten days of the notification.

**Article 9 - Amendment of the Bylaws**

The ICFC Members may amend the bylaws at a meeting following a thirty day written notice to add, change, or delete a provision. Revisions or corrections (such as grammatical) may be made to the Bylaws by an Officer without a vote of ICFC Members and without being considered amendments so long as they do not change, add, or delete any intended meaning, process or procedure in the Bylaws.

**Article 10 - Policy Against Discrimination**

No person shall on the basis of race, color, nation origin, religion, sex or physical disability or impairment, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity sponsored or conducted by the corporation.

**Adopted February 28, 2009**

## **CONFLICT OF INTEREST POLICY**

**The Illinois Corps of Fire Chaplains, Inc.**

### **Article I**

#### **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might

benefit the private interest of an officer or director 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.

## Article II

### 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 Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III

### 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 or committee 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 the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The President person of the governing board or committee shall, if appropriate, appoint 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.

## **Article IV**

### **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.

#### Article V

##### 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.

#### Article VI

##### 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.

#### Article VII

##### 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 an excess benefit transaction.

## Article VII

### Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, 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.

**Adopted, February 28, 2009**