

By-laws of LAST ALARM FOUNDATION, INC.

(Approved and Adopted March 18, 2009)

ARTICLE I – NAME AND PURPOSE

These By Laws constitute the Code of Rules adopted by the Last Alarm Foundation, Inc. (hereinafter "The Foundation") for the regulation and management of its affairs.

Section 1. Name: The name of the organization shall be the Last Alarm Foundation, Incorporated. It shall be a nonprofit organization incorporated under the laws of the State of Arizona.

Section 2. Purpose: In accordance with the Foundation's Articles of Incorporation, the purpose for which the corporation is organized is to provide charitable services to the public.

The Foundation will have the purposes or powers as further stated in the Articles of Incorporation and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of the State of Arizona, or any successor legislation.

The Foundation shall not engage in carrying on propaganda or otherwise attempting to influence legislation, and the Foundation 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.

Achievement of the Foundation's purpose shall be through the:

- A. Restoration and maintenance of a "Last Alarm Apparatus" that will be used to transport departed firefighters and other public safety professionals, as defined herein, to their final resting place.
- B. Conducting of fundraising activities in support of our mission; and
- C. Promotion of fire and life safety education throughout Arizona.

Section 3. Powers and Duties. The Foundation shall also have the power to:

- A. Receive gifts and donations made by deed, will or otherwise, upon such terms as shall be dictated by any testator or donor

consistent with the general purposes of the Foundation. All funds and property received are to be dedicated irrevocably and exclusively to the development and maintenance of the "Last Alarm Apparatus". In no event are the Directors to accept funds or property on any other basis than a gift, whether current or deferred, to or for the use and purpose specified in the purpose clause of the Foundation. Directors shall not accept funds or property under any condition where there is a right of reverter to the donor or their heirs.

- B. Administer such property or funds, together with the income there from, with full power of disposition and control thereof, unless otherwise limited by the terms and conditions applicable to specific gifts, devises or bequests made to and accepted by the Foundation.
- C. Do such further and additional acts and things as may be necessary incidental or convenient in the attainment of the purposes herein expressed and in the administration of its funds and property to achieve those purposes.

ARTICLE II – DEFINITIONS

The following definitions provide clarification of certain terms and/or references contained in these by-laws:

- A. **Board of Directors** - The group of individuals who manage the business and affairs of the Foundation.
- B. **Public Safety Professional** – Any active or retired, uniformed member of a career, combination, subscription or volunteer fire department and any active or retired, certified law enforcement officer.

ARTICLE III - MEMBERSHIP

Section 1. Membership. Foundation membership shall consist of the Board of Directors, Honorary Board Members and Volunteer Members. Roles and responsibilities under each category of membership are described in the Articles of these by-laws that follow.

ARTICLE IV– BOARD OF DIRECTORS

Section 1. Selection/Appointment. The Board shall consist of a minimum of five (5) members. Additional board members shall be appointed by a majority vote of the Board.

Section 2. Board Role, Size, and Compensation. The Board shall be responsible for overall policy and direction. The number of board members shall be dependent on the needs of the Foundation. Board members shall receive no compensation other than reasonable expenses.

Section 3. Terms.

- A. There shall be no limit to the number of terms a board member can serve. There shall be two groups of board members to facilitate staggered terms. Members of the board of directors shall serve a term of four (4) years, except that the terms of existing board members shall be staggered as follows:

GROUP NO.	NAME	TERM BEGINS	TERM EXPIRES
1	<i>Ed Montano (President)</i>	<i>2009*</i>	<i>2013</i>
	<i>Bill Martin (Sec/Treasurer)</i>	<i>2009*</i>	<i>2013</i>
	<i>Jim Russell (Member)</i>	<i>2009*</i>	<i>2013</i>
	<i>Dave Spaulding (Member)</i>	<i>2009*</i>	<i>2013</i>
2	<i>Frank Tamayo (Vice President)</i>	<i>2009*</i>	<i>2011</i>
	<i>Dan Matlick (Member)</i>	<i>2009*</i>	<i>2011</i>
	<i>Bill Schell (Member)</i>	<i>2009*</i>	<i>2011</i>

*The above specified terms shall take effect January 2009.

- B. Terms for new Board members added after the initial terms described above shall commence immediately upon the approval of their appointment by the Board.
- C. Initially, additional (new) board members shall be placed in the appropriate Group (1 or 2) and be eligible for re-appointment at the same time as other board members in that Group. This is to ensure that no more than one-half of the board members are up for re-appointment at any time.
- D. All Board members are eligible for re-appointment at the December Board Meeting preceding the end of their term. Each new term begins at the January Board Meeting following the end of their term.
- E. A simple majority vote of the remaining board members is required for re-appointment. Voting shall be by secret ballot.

Section 4. Appointment/Selection Procedure. A current board member must sponsor any individual seeking appointment to the board.

A. An applicant for the Board shall submit a brief resume to the Executive Director describing their background and experience as it relates to serving as a member of the Board. If approved, the applicant would be interviewed by the Board. Following the interview, the applicant shall be excused.

B. The Board shall discuss the applicant's values and vote to accept or reject the applicant's appointment to the Board. Acceptance or rejection of an applicant shall be by secret ballot.

C. The applicant shall be notified by mail as to acceptance or rejection.

Section 5. Vacancies. When a vacancy on the Board occurs, the Board will entertain nominations to fill the vacancy. The process to be followed is the same as delineated in Section 4.

ARTICLE V – HONORARY BOARD MEMBERS

Section 1. Appointment. Honorary Board Members may be appointed by a majority vote of the Board of Directors. Honorary Board Members shall have no voting rights. All other privileges shall be extended to these members.

Section 2 Honorary Board Role and Size. Honorary Board Members shall promote the Foundation through name, career, occupation or community involvement. There shall be no limit to the number of Honorary Board Members.

ARTICLE VI – VOLUNTEERS

Section 1. Recruitment. The Board shall identify the need for volunteers and actively recruit individuals to meet those needs. The Foundation shall follow a recruitment policy that does not discriminate, but respects, encourages and represents the diversity of the community.

Section 2. Selection. The selection of volunteers to serve the Foundation shall be based on the following criteria:

- Demonstrated interest in the mission of the Foundation.
- Willingness to serve — commitment.
- Ability to serve — time, Foundation support.
- Something of value to contribute — knowledge and skill.
- Professional reputation — ethical and cooperative.
- Reliability — will assume necessary responsibilities.
- Leadership and communication skills.

Section 3. Participation. Volunteers are asked to remain active in helping achieve the Mission of the Foundation. In return, the Board shall periodically evaluate the performance of its volunteers and communicate how well they are doing or where additional attention is needed. At the same time, volunteers are requested to review and evaluate their involvement in the organization and the people they work with and suggest areas for improvement.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1. Appointment. The Board shall appoint an Executive Director who shall be responsible for the day-to-day operation of the Foundation and the implementation of Board policy. The Executive Director may also be a member of the Board.

Section 2. Compensation. The Executive Director shall receive no compensation other than reasonable expenses.

Section 3. Term. The Executive Director shall serve at the pleasure of the Board.

ARTICLE VIII - OFFICERS OF THE BOARD

Section 1. Officers and Duties. There shall be three (3) officers of the Board consisting of president, vice-president, and secretary/treasurer.

- A. The president shall convene regularly scheduled Board meetings; shall preside over or arrange for other members of the Board to preside over each meeting in the following order: vice-president, secretary/treasurer.

Subject to the policies established by the Board, the President shall sign all deeds and conveyances; all contracts and

agreements; and all other instruments requiring execution on behalf of the Foundation.

- B. The vice president shall, in the absence of the president, perform the duties of the president.
- C. The secretary/treasurer shall be responsible for keeping records of Board actions, including the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

In addition, the secretary/treasurer shall provide a financial report at each Board meeting. The secretary/treasurer shall assist with the preparation and submittal of all reports required by local, state and federal authorities. All reports shall be submitted to the Board for review and approval. Once approved, the secretary/treasurer shall submit these reports to the appropriate agency as required by law.

Section 2. Terms. All officers of the Board shall serve a one year term, and are eligible for re-election by a simple majority vote of the Board of Directors. Voting shall be by secret ballot.

Section 3. Nomination of Officers. Nomination of officers shall be held at the Board's October Regular meeting.

Section 4. Election of Officers. Elections shall take place at the Board's November meeting. The election shall be by secret ballot. Newly elected officers shall take office at the Board's January Board meeting.

Section 5. Vacancies. When there is an Officer vacancy, the Board shall elect a member of the Board to complete the remaining term of office. Election to any Officer position will require a simple majority vote. Voting shall be by secret ballot.

Section 6. Resignation, Termination, and Absences.

- A. Resignation from the Board must be submitted in writing to the President of the Board.
- B. A Board Member who misses three monthly Board meetings in a calendar year may be terminated pending a review by the remaining members of the Board.

- C. A Board Member may be removed from the Board for other reasons by a two-thirds vote of the remaining Board Members.

ARTICLE IX – QUORUM, VOTING & PROXIES

- Section 1. Quorum.** A quorum shall consist of a simple majority of Board members in attendance in person or by conference telephone
- Section 2. Voting.** Every member of the Board of Directors shall have one vote.
- Section 3. Proxies.** There shall be no proxy voting.

ARTICLE X - MEETINGS

- Section 1. Meetings.** The Board shall meet monthly, at an agreed upon time and place. Monthly meetings shall be for the purpose of reviewing and discussing Foundation business.

Foundation business may be conducted electronically via e-mail or telephone provided a majority of the Board members participate.

- Section 2. Attendance.** Board members shall make every effort to attend all meetings in person. However, unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all board members may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.
- Section 3. Special Meetings.** A special meeting of the Board may be called by the President or by a simple majority of the Board members provided appropriate notice is given in a like manner and time.

ARTICLE XI– COMMITTEES

- Section 1. Committee Formation.** The Board may create committees as needed. Committee chairpersons shall be appointed by the Board President.

Section 2. Standing Committees. The following committees shall be considered Standing Committees for the Foundation.

- A. Budget Committee.** The Budget Committee shall consist of 3 members of the Board. This committee shall be responsible for analyzing the Foundation's revenues and expenses and recommending expenditures for the coming fiscal year.
- B. Last Alarm Apparatus Committee.** The Last Alarm Apparatus Committee shall be responsible for the restoration, operation and maintenance of the Last Alarm Apparatus as directed by the Foundation's Board of Directors.
- C. Fundraising Committee.** The Fundraising Committee shall be responsible for the coordination of all fundraising activities including but not limited to: donations; merchandizing; events; and grants.

ARTICLEXII – OBLIGATIONS

No debt or obligation whatsoever for the payment of money or other thing of value shall be created or incurred by any officer, employee or other person; and no contract or other act whatsoever of any officer or employee or agent of this organization, or other person, by the terms or result of any debt or obligation binding upon this organization unless the name is authorized by provision therefore in the budget of the organization, or unless the same respectively be authorized and directed or ratified by the Board in regular, or special meeting called for the purpose.

ARTICLE XIII - CONFLICT OF INTEREST

Section 1. Conflict of Interest Policy. The Foundation shall adopt a Conflict of Interest Policy to supplement any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Each Board Member shall reaffirm, annually and in writing, their understanding of the Foundation's Conflict of Interest Policy.

Section 2. Interested Person. Any director, principal officer, or member of a committee with Board-delegated powers, who has direct or indirect financial interest, as defined in Article II, Item 2 of the Foundation's Conflict of Interest Policy shall be considered an interested person

and thereby governed by the Foundation's Conflict of Interest Policy.

ARTICLE XIV – AMENDMENTS

Section 1. Amendments. These by-laws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted in writing to the secretary/treasurer at least two weeks in advance of the next monthly meeting of the Board. The secretary/treasurer shall provide copies of the proposed amendment(s) to all Board members at least one week prior to the Board meeting at which a vote on the amendment may be conducted.

ARTICLE XV – LAST ALARM APPARATUS

Section 1. Eligibility. Any public safety professional, as defined in Article II, Item B of these By-laws (or their designated representative), shall be eligible to request the use of the Last Alarm Apparatus to transport the remains of the deceased public safety professional to their final resting place within the State of Arizona.

Any requests other than those described in this Section will be considered on a case-by-case basis.

Section 2. Requests. All requests to use the Last Alarm Apparatus must be submitted to the Executive Director or, in his/her absence, the Board President for approval. Approval of all requests shall be in accordance with Foundation policy.

Section 3. Costs. There shall be no cost to use of the Last Alarm Apparatus. However, a donation may be necessary to defray expenses associated with the transportation and operation of the apparatus.

ARTICLE XVI – INDEMNIFICATION OF DIRECTORS AND OFFICERS

This corporation may indemnify all of its Directors and Officers or former Directors and Officers, against expenses incurred by them, including legal fees or judgments or penalties rendered or levied against any such person in a legal action brought against any such person while within the scope of employment as a director or officer of the corporation, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act, or refuse to act

willfully or with gross negligence or with fraudulent or criminal intent in regard to the involved in the action.

CHARTER MEMBERS

Edward M. Montañó	President
Frank Tamayo	Vice President
William J. Martin	Secretary/Treasure
James R. Russell	Member
Dave Spaulding	Member
Daniel Matlick	Member
Bill Schell	Member

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