

NEW JERSEY
FIRE AND EMERGENCY MEDICAL SERVICES INSTITUTE
BY-LAWS

ARTICLE I - PURPOSE

Section I.1 - Nature of the Corporation

The Corporation type is a nonprofit, which is organized and shall be exclusively operated to advocate for emergency services; such as, educational and charitable purposes in accordance with the provisions of Section 501(c) (3) of the Internal Revenue Service Code.

Section I.2 - Purpose

- A. The Corporation is organized and shall be exclusively operated in accordance with its Articles of Incorporation (see Appendix A)
- B. To be visionaries of the future for fire and emergency medical services organizations through the development of an overarching strategic plan
- C. To advocate on behalf of the fire and emergency medical services
- D. To encourage collaboration between member agencies
- E. To foster relationships with government officials
- F. Provide fire, emergency medical services, and all-hazards community risk reduction training and education
- G. The Corporation will be non-partisan

ARTICLE II - OFFICES

Section II.1 - Registered Office

The New Jersey Fire and Emergency Medical Services Institute (hereinafter, the "Corporation") shall maintain in the State of New Jersey a registered office. The registered agent [501(c) (3) requirements] shall have a business office that is identical with the registered office. The address of the registered office may be changed by the Board of Directors.

Section II.2 - Other Offices

The Corporation may have an office or offices at such other place(s) within the State of New Jersey as the Board of Directors may designate and as the business of the Corporation may require.

ARTICLE III - MEMBERSHIP

Section III.1 - Classes of Membership

Membership classifications are as follows:

- A. Statewide Organization. Any fire, emergency medical services, and allied organizations (as approved by the Board of Director) incorporated in New Jersey. Each organization shall have one (1) vote cast by either the principal one (1) and/or alternate one (1) for a total of two (2) representatives per organization. The secretary shall maintain an active list of principal and alternate representatives and shall be available at meetings to reference. The principal and alternate representatives names must be submitted on the official letterhead of the organization, 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. The obligation of a Statewide Organization membership will be to stay engaged, attend meetings, and pay annual dues/fees. The dues for a Statewide Organization membership is currently set at \$250 at the beginning of each calendar year.

- B. Regional Organization. Any regional fire, emergency medical services, and allied organizations (as approved by the Board of Director) incorporated in the State of New Jersey. Each organization shall have one (1) vote cast by either the principal one (1) and/or alternate one (1) for a total of two (2) representatives per organization. The secretary shall maintain an active list of principal and alternate representatives and shall be available at meetings to reference. The principal and alternate representatives names must be submitted on the official letterhead of the organization, 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. The obligation of a Regional Organization membership will be to stay engaged, attend meetings, and pay annual dues/fees. The dues for a Regional Organization membership is currently set at \$250 at the beginning of each calendar year.

- C. Individual Member. Any interested party directly involved in the delivery of fire or emergency medical services in the State of New Jersey. The benefit of individual membership will allow a vote on institute business matters. The obligation of an individual member will be to stay engaged, attend meetings, and pay annual dues/fees. The dues for an individual member is currently set at \$10 at the beginning of each calendar year.

- D. Corporate Sponsor. Any business, firm, or agency that desires to participate in support of the Corporation. There are four levels of Corporate Membership, each of which is a non-voting membership. However, a Corporate Membership can engage in all other Corporation activities.
 - Platinum (\$5,000)
 - Gold (\$2,500)
 - Silver (\$1,000)
 - Bronze (\$250)

- E. Life Member. Bestowed upon anyone who has 15 consecutive years of service to the Corporation. Life members shall be exempt from dues, but shall retain the right to vote on corporate matters and hold office.
- F. Honorary Membership. Bestowed by a majority vote of the Board of Directors of the Corporation and may include any person who has made a significant contribution to the advancement of the Corporation. Such a member shall be exempt from paying dues and are not eligible to vote or hold office.
- G. Advisory Member. Bestowed by a majority vote of the Board of Directors of the Corporation and may include any person who possess, in the opinion of the Board, expertise with whom the Board may consult and where the Advisory Member may provide guidance, aid, and/or serve in an advisory capacity on behalf of the Corporation and their vested interests. Such a member shall be exempt from paying dues and are not eligible to vote or hold office.

Section III.2 - Membership Certification

All members shall receive an annual virtual membership card appropriate to their classification. Membership cards may be verified prior to any Corporate actions.

ARTICLE IV - BOARD OF DIRECTORS

Section IV.1 - Authority

The Board of Directors has the authority to execute the affairs and manage the effects of the Corporation, within its by-laws. The Board of Directors shall have the authority to distribute corporate funds within the guidance of these by-laws and/or by the majority of those authorized to vote.

Section IV.2 - Qualifications of Board of Directors

The Board of Directors shall reside in the State of New Jersey and must be a member in good standing of one of the voting classifications of membership.

Section IV.3 - Composition of Board of Directors

The Board of Directors (four (4) officers & five (5) trustees) shall be comprised of nine (9) members:

- Officers:
 - President
 - Vice President
 - Secretary
 - Treasurer

- Trustee:
 - New Jersey State Fire Chiefs Association
 - New Jersey Career Fire Chiefs Association
 - New Jersey Volunteer Fire Chiefs Association
 - New Jersey Deputy Fire Chiefs Association
 - Emergency Medical Services Agency (TBD)

** A Sergeant-at-Arms shall be appointed by the President at the beginning of each meeting and will ensure decorum as per Robert's Rules of Order.*

Section IV.4 - Election and Term of Board Members

The officers and trustees will be nominated and elected at the winter meeting closest to the month of December at which their term expires. Officers shall be elected for a term of two (2) years. Trustees shall be elected for a term of three (3) years. Election to the Board of Directors shall be by majority vote of the membership. Terms of trustees shall be staggered.

Section IV.5 - Removal

Any officer or trustee duly elected may be removed for cause by a majority vote of the Board of Directors, when necessary and in the best interest of the Corporation.

Section IV.6 - Vacancies

A vacancy in any office shall be filled as soon as feasible by appointment of the President, with the approval of the Board of Directors, for the unexpired portion of the term. Vacancy appointees shall be confirmed and sworn into office at a special or regular meeting.

Section IV.7 - Board Action

The Board of Directors shall take action based on a majority vote at a meeting when a quorum is present. The Board of Directors may take emergency actions that are required (e.g., overdue bill payments) by majority vote.

Section IV.8 - Compensation

The Board of Directors and the members shall not be compensated on behalf of the Corporation for their services.

Section IV.9 - Resignation of Directors

A Director may resign from the Board of Directors at any time by a written notice addressed to the President or Secretary of the Corporation. Vacancies shall be filled in accordance with the By-laws.

ARTICLE V - DUTIES OF OFFICERS

Section V.1 - President

The President shall be the chief executive officer of the Corporation and shall supervise and control all business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors as Chair.

Section V.2 - Vice President

In the event of the absence of the President, the Vice President will act in their stead.

Section V.3 - Secretary

The Secretary shall:

- A. Keep meeting minutes
- B. Ensure that all notices are duly given in accordance with the provisions of these by-laws or as required by law
- C. Act as custodian of the corporate records and ensure that the seal of the Corporation is affixed to all documents, as duly authorized by the Board of Directors
- D. Keep a register of the address of all members
- E. Perform other duties as assigned by the Board of Directors

Section V.4 - Treasurer

The Treasurer shall:

- A. Have custody of and be responsible for all funds and securities of the Corporation
- B. Provide receipts for monies due and payable to the Corporation
- C. Deposit all money in such banks, trust companies or other depositories selected by the Board of Directors
- D. Perform other duties as assigned by the Board of Directors
- E. Shall be bonded to a level determined by the Board of Directors, said bond shall be paid for by the Corporation
- F. Shall call for and oversee a bi-annual (two year) audit. This audit shall be performed by an audit committee, reported back at a regular meeting with written communication, and made publicly available upon request.

Section V.5 - Trustees

The Trustees shall have the authority to cast a ballot in all meetings.

ARTICLE VI - MEETINGS

Section VI.1 - Schedule

The Board of Directors shall convene a quarterly meeting schedule. Meeting dates, times, and locations shall be determined by majority vote of the Board of Directors. Meeting notifications, sent via email, will be provided at least 30 days in advance. Hybrid meetings (e.g., Zoom, Google Meet) will be offered to afford maximum participation.

Section VI.2 - Quorum

A quorum shall consist of thirteen (13) voting members in attendance, either in person or via electronic means.

Section VI.3 - Records and Minutes

All records, including meeting minutes, dues payments, expenditures, and any other actions of the Corporation shall be maintained and is the responsibility of the Secretary.

Section VI.4 - Special Meeting of the Board of Directors

Special meeting or an emergency special meeting of the Board of Directors may be called by the President or by a majority of the Directors. The time, date, and location of such special meetings shall be determined by majority vote of the Board of Directors.

Section VI.5 - Notice of Special Meeting

Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior by written or electronic notice to each Director. The exception to the notification rule will be for an emergency special meeting which is time sensitive and only involves the good name and character, real property transactions, and legal matters.

ARTICLE VII - COMMITTEES

Section VII.1 - Committees

The President may appoint such committees as deemed necessary. One member of each committee shall be appointed chair by the President.

Section VII.2 - Committee general duties:

- A. Identify issues and barriers to provide solutions concerning life safety services
- B. Offer language that puts the findings into an actionable format for the New Jersey General Assembly

- C. 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
- D. Raise funds to support the operation of the Corporation.

Section VII.3 - The Corporation committees shall consist of the following standing committees:

- A. Legislative
- B. Emergency Fire Operations
- C. Emergency Medical Services
- D. Ways and Means
- E. Annual audit
- F. Nomination

Section VII.4 - Special Committees

Special committees can be appointed by the President to address a specific issue. Typically, a special committee shall be authorized to act for a short period of time as described by the President. If a special committee work exceeds 12 months, consideration should be given to designating that special committee has a standing committee.

ARTICLE VIII - FISCAL YEAR

Section VIII.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. The President shall direct the audit committee to review and reconcile the Corporation books with a report of their findings in February each year.

ARTICLE IX - CORPORATION SEAL

Section IX.1 - Seal

The Board of Directors shall procure 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." The Corporate Seal shall be maintained and in the possession of the President to execute documents as needed.

ARTICLE X - INDEMNIFICATION

Section X.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; 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 a personal benefit, and (2) the Corporation shall indemnify its current and former directors against any and all liabilities. The expense incurred in connection with this services in such capacities; shall indemnify its employees and agents and persons who serve and have served, and its request, as directors, offices, 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 XI.1 - Dissolution

Should the Corporation be dissolved, all its assets after payment of its just debts and obligations shall, by the authority of the Board of Directors, be distributed among non-profit organizations which espouse objectives consistent 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 XII.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, with at least thirty (30) days written notice is given to 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.ISA:2-10.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Section XIII.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 Saturday, June 4, 2022.