

BY-LAWS

of the

THE LOUISIANA FIRE CHIEFS ASSOCIATION FOUNDATION

ARTICLE I NAME

The name of the Corporation shall be the Louisiana Fire Chiefs Association Foundation (Foundation).

ARTICLE II PURPOSES

Section 1. Powers

The Foundation shall have such powers as are now or as may hereafter be granted by the laws governing not-for-profit corporations of the State of Louisiana.

Section 2. Purposes

The purposes for which the Foundation is organized are charitable, educational and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code, including but not limited to the promotion of education and research activities in the fields of fire safety and prevention.

ARTICLE III MEMBERSHIP

Section 1. Membership

The membership of the Foundation will consist of the Board of Directors of the Louisiana Fire Chiefs Association (LFCA).

Section 2. Board of Directors

The Board of Directors (Board) of the Foundation will be the Executive Committee of the LFCA (President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and Immediate Past President) as well as three additional past presidents appointed by the LFCA Board of Directors. The Executive Director of the LFCA will serve as an ex-officio member of the Board.

Section 3. Officers

The Board shall elect a President, Vice President, Treasurer, and Secretary who all shall be on the Board.

Section 4. Duties of Officers

A. President

The President shall be the Chief Executive Officer of the Foundation. It shall be his/her duty to preside at all meetings of the members and directors; to see that all orders and resolutions of the Board are carried into effect; to execute all contracts and agreements authorized by the Board; to keep the seal of the Foundation and when authorized by the Board to any instrument requiring the same, which seal shall be attested by the signature of the Secretary or the Treasurer. He/she shall have the general supervision and direction of the other officers of the Foundation and shall see that their duties are properly performed. He/she shall be ex-officio member of all standing committees and shall have the general duties and powers of supervision and management usually vested in the office of President of a Foundation.

B. Vice President

The Vice President shall be vested with all the powers and required to perform all the duties of the President in his/her absence or disability and shall perform such other duties as may be prescribed by the Board.

C. Secretary

The Secretary shall be secretary of and shall attend all meetings of the Foundation, the Board, the Executive Committee and standing committees. He/she shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. He/she shall give proper notice of meetings of members and directors and shall perform such other duties as shall be assigned to him/her.

D. Treasurer

The Treasurer shall have custody of the funds and securities of the Foundation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board.

He/she shall disburse the funds of the Foundation as may be ordered by the Board, Executive Committee or President, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Foundation, and at the regular meeting of the Board next

preceding the annual members meeting, a like report for the preceding year. He/she shall keep an account of stock registered and transferred in such manner and subject to such regulations as the Board may prescribe.

He/she will submit all required reporting/filing to the Internal Revenue Service and the Louisiana Secretary of State for yearly compliance.

He/she shall give the Foundation a bond, if required by the Board, in such sum and in form and with security satisfactory to the Board for the faithful performance of the duties of his/her office and the restoration to the Foundation in case of his/her death, resignation, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession, belonging to the Foundation.

He/she shall perform such other duties as the Board or executive committee may from time to time prescribe or require.

Section 5. Executive Committee

The Executive Committee (Committee) will be the Officers of the Board. The Committee shall not have authority to alter or amend the by-laws, but shall exercise all other powers of the Board between the meetings of said Board. The Committee shall meet at stated times or on notice to all directors by any of their own number. It shall fix its own rules of procedure, however, all of the members of the Committee shall be required to constitute a quorum, and the affirmative vote of a majority of the whole Committee shall be necessary to constitute an act of such Committee. The Committee shall keep regular minutes of its proceedings and report to the Board.

Section 6. Term

The Board and Officers will serve terms in office consistent with their terms in office with the LFCA.

Section 7. Removal

The Board may remove any Officer whenever in its judgment the best interests of the Foundation would be served thereby.

Section 8. Vacancies

A vacancy in any office because of death, resignation, removal disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

ARTICLE IV MEETINGS

Section 1. Meetings

The regular annual meeting shall be held at such time and place as may be designated by resolution by the Board.

Special meetings may be called by the President or any two Board members.

Section 2. Notice

Notice of the regular annual meeting and special meetings shall be given at least seven days previously thereto by written notice delivered personally or sent by mail or electronically to each Board member.

Section 3. Quorum

A majority of the Board present in person, by telephone or by proxy shall constitute a quorum for the transaction of business at any meeting.

ARTICLE V OPERATING PROCEDURES

Section 1. Contracts

The Board may authorize any Officer or agent of the Foundation to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such Officers or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and co-signed by the President or the Vice President.

Section 3. Deposits

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts

The Board may accept on behalf of the Foundation any contribution, gift or bequest for the general purpose or for any special purpose of the Foundation.

Section 5. 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 and committees having any of the authority of the Board.

Section 6. Management Agreement

The Board shall be authorized to enter into a management agreement with LFCA to provide administrative support for general operations and fund drive appeals.

ARTICLE VI INDEMNIFICATION

Section 1. Indemnification

Each director or officer, or former director or officer, of this Foundation shall be indemnified by this Foundation against all expenses (including attorneys' fees), judgment, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with the defense or discharge of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Foundation), against him/her by reason of his/her being or having been such present or former director or officer, except in relation to matters as to which he/she is found to have been liable for gross negligence or intentional misconduct in the performance of his/her duty in any such capacity. The foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled as a matter of law, or under any by-law agreement, vote of members, or otherwise. The Foundation shall have the right to intervene in and defend against all such claims, actions, suits, or proceedings, brought or asserted against any such person.

The expenses incurred or to be incurred by such person in defending any such claim, action, suit, or proceeding may be paid by the Foundation in advance, if authorized by the Foundation, following receipt of a written agreement by or in behalf of the prospective indemnity to repay such amount if it is ultimately determined that he/she is not entitled to be indemnified by the Foundation. If the proper court shall not have found the person in question to have been liable for gross negligence or intentional misconduct in the performance of his duty, such determination shall not otherwise be made except (1) by the Board through a majority vote of a quorum consisting of directors who were not parties to the subject claim, action, suit, or proceeding, or (2) by the vote or written concurrence of not less than two-thirds of the members; provided that should the

Foundation, by either method, find against the prospective indemnity, he/she shall have a right and cause of action to seek judicial review and determination as to alleged gross negligence or intentional misconduct, and of his/her entitlement to indemnification.

The Foundation shall have the right to procure and maintain insurance on behalf of any person serving in one or more of the capacities set forth above, against any liability asserted against or incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Foundation would have the power to indemnify him/her against such liabilities under the provisions hereof or otherwise.

ARTICLE VII FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the Foundation shall be determined by the Board.

ARTICLE VIII AMMENDMENTS

Section 1. Amendments

These by-laws may be altered, amended or repealed or new by-laws may be adopted by the affirmative vote of a majority of the Board at a regular or special meeting of the Board, subject to repeal or change by the affirmative vote of at least a majority of the members of the Foundation.