

BY-LAWS OF THE FARMINGTON FIREFIGHTERS AUXILIARY ASSOCIATION

FARMINGTON FIREFIGHTERS AUXILIARY ASSOCIATION establishes these by-laws. Any and all prior agreements, resolutions, practices, policies, rules and regulations relating to this organization, to the extent they are inconsistent with this document, are hereby superseded. (Effective, as amended, May 1, 2012)

ARTICLE I. NAME AND STANDING

A. Name - This organization will be known as the Farmington Firefighters Auxiliary Association, hereinafter called the "FFAA". FARMINGTON FIREFIGHTERS AUXILIARY ASSOCIATION

B. Standing - The FFAA is, and will, at all times, be a not-for-profit, community service organization in good standing under the laws of the State of Minnesota.

ARTICLE II. PURPOSE AND SCOPE OF ACTIVITIES

A. **Purpose** - The purpose of this organization shall be:

1. To support the members of the Farmington Fire Department.
2. To participate in community activities that promote and support the Farmington Fire Department, the Farmington Fire Department Explorers Post and Fire Education and Prevention.
3. To provide support to families in our community that have suffered a loss dues to fire or other disaster.

B. **Activities** - The FFAA will annually help sponsor, and/or host the following events:

1. Turkey Bingo
2. Open House
3. Blood Drive
4. Annual Picnic

We are not limited to these events. We will also use proceeds from Turkey Bingo, or the sales of food or clothing at events to help support the FFD Explorers, and financial requests from the FFD and/or Relief Association

C. **Political Activities** – No substantial part of the activities of FFAA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and FFAA shall not participate in, or intervene in any political campaign on behalf of, or in opposition to any candidate for public office.

ARTICLE III. MEMBERSHIP

Spouses, significant others, parents, siblings, children and grandchildren of active, retired, volunteer, or paid members of the Farmington Fire Department, widows of deceased members, and staff of the Farmington Fire Department shall be deemed members of the auxiliary. All are welcome to attend meetings; participation in auxiliary activities is optional.

ARTICLE IV. BOARD OF DIRECTORS, OFFICERS and COMMITTEES

Officers - The general management of the affairs of the FFAA will be vested in the Board of Directors, who will be elected officers as provided in Article VI, Section A of these by-laws. The number of directors will be no more than 11, but no less than 5.

Members of the auxiliary are eligible to become officers if they are a spouse or significant other of an active duty Farmington Fire Fighter. The officers of this organization shall be the President, Vice-President, Secretary, Treasurer, and an odd number of Trustees as determined by a vote.

Officer elections shall be held the second Tuesday of January. Officers will serve a 2 year term as described in Article VI section C, effective January 1 of the year they are voted in. These officers shall perform the duties prescribed by these by-laws and the parliamentary authority adopted by this organization.

Elections shall be by ballot, in electronic or paper format, except when there is but one candidate for office.

No member shall hold more than one office at any one time, and no officer shall be eligible for more than two consecutive terms in the same office, unless there is no one to fill the role.

Vacancies occurring in office shall be filled by the executive board until the next election. An office may be declared vacant by resignation or by two-thirds vote of the executive board if an officer willfully neglects his/her duties or actions are deemed a detriment to the organization and its membership.

There shall be no salaried officers, but necessary expenses incurred by officers and committees in the service of the auxiliary may be refunded from the treasury, with prior approval by order of the executive board.

Committees – The Board may appoint standing and ad hoc committees as needed. The committee size can vary, and will disband upon completion of its purpose. (Appendix C for more information on Committees)

Attendance – A Board member who misses 50% or more and/or 3 or more consecutive meetings of the FFAA Board meetings may be removed as a Board Member unless there are extenuating circumstances (ex. Medical illness), in which case, the Board, by a majority vote, may decide to waive this requirement.

ARTICLE V. MEETINGS

All FFAA members are invited to monthly board meetings. A regular meeting shall be held monthly on the second Tuesday of every month at Farmington Fire Department Station 2, 19695 Municipal Drive, Farmington, MN 55024. Meeting dates will be posted in advanced, and may be cancelled or changed as determined by the executive board.

(See Article III, for definition of a member.)

A. Annual Meeting of the Members - the annual meeting of the members of the FFAA will be held in December of each year. The purpose of the meeting is to nominate Board Members to vacant positions or positions up for election and receive reports from each of the Board of Directors and whoever else the Board feels appropriate.

B. Voting Members – elected officers to the Board of Directors and any FFAA members in good standing present at meetings will be permitted voting privileges.

C. Voting – Passage of a motion requires: a simple majority (i.e., one more than half the members present), and a quorum of the board.

1. A majority of FFAA Officers constitutes a quorum.

2. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

D. Special Meetings of the Members – A special meeting of the members may be called by the President, at any time, on his or her own initiative; or by a request of the voting members. Notice of the special meeting shall be made to the entire

membership not less than ten business days before the meeting, by email, and posting on the website. At such special meetings, there will only be considered such business as is specified in the notice of the meeting.

E. Meetings of the Board – Closed meetings of the Board of Directors will be held as needed in the judgment of the President or a majority of the board, to conduct the business of the FFAA.

F. All meetings shall be conducted according to Robert's Rules of Order, as revised.

G. Order of business. At all meetings of the FFAA, the order of business will be by agenda, established by the President or other presiding officer, and distributed prior to the meeting. At the annual and at all regular meetings the order of business shall be as follows:

1. Call to order
2. Reading of minutes of previous meeting
3. Reports of Officers
4. Reports of Special Committees
5. Unfinished business
6. Election of officers or Trustees (annual meeting)
7. New business (may include fund requests)
8. Adjournment

ARTICLE VI. ELECTION OF DIRECTORS AND OFFICERS

A. Election of the Board of Directors – The Board of Directors of the FFAA will be nominated at the annual meeting of the members in December and elections will be held the following January. The candidate receiving a majority of the votes cast will be declared elected.

B. Qualifications – Elected Board Members will have been an active member of the FFAA for at least one year immediately prior to the time of their nomination. An active member attends a majority of meetings and regularly participates in activities of the Auxiliary. The Board may vote to waive this requirement. Spouses or significant others may not serve as Board members at the same time.

C. Terms – Minimum of 2 years, if able, with the option of continuing at the end of the term, with majority approval. The President and Secretary positions will be open for elections in odd years, and the Vice President and Treasurer will be open on even years. Terms starting January of 2013 begin this cycle.

D. Vacancies - If a vacancy occurs among the officers or in the Board of Directors, the vacancy will be filled by majority vote of the Board of Directors, for the remaining term.

ARTICLE VII. DUTIES OF THE OFFICERS

The President shall preside at all meetings of the auxiliary and executive board, appoint all committees with executive board approval and perform all other duties incidental to his/her office.

The Vice-President, in the absence of, or the inability of the President, shall perform all the duties of the President, and when the President is presiding, shall assist the President. Should a vacancy occur in the office of President, the Vice-President shall assume all the duties of the President until the next general election.

The Secretary shall keep an accurate record of all meetings of the Auxiliary, and of the executive board. The secretary will present meeting minutes at monthly board meetings, and make them public if requested. The secretary shall keep an up-to-date roster and contact information of the auxiliary membership.

The Treasurer shall have custody of all money belonging to the organization and shall deposit and disburse the same in the name of the Farmington Fire Department Auxiliary Association, as the organization or the executive board may direct. He/she shall give receipts for all money received and keep other reports as the executive board may request. A report of these actions shall be presented to the membership monthly. The Treasurer will be responsible for filing any Federal or State tax filings.

The Trustee shall represent the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure.

See Appendix A for a more detailed description of duties.

All officers will sign an annual statement agreeing to adhere to the Conflict of Interest Policy.

See Appendix C for the Conflict of Interest Policy.

ARTICLE VIII. POWERS OF THE BOARD OF DIRECTORS

A. Management of the FFAA - The Board of Directors will have general charge and management of the affairs, funds and property of the FFAA. The Board will have full power and it will be the Board's duty to carry out the purposes of the FFAA according to its by-laws, and to establish such policies and procedures as are reasonable or necessary to accomplish the purposes of the FFAA.

B. Appointment of Committees - The Board of Directors will appoint committees, as it deems necessary. Appointment to committees will not be limited to members of the FFAA, but at least one member of the FFAA will serve on each committee and the FFAA Board of Directors will oversee each committee. The committee size can vary, and will disband upon completion of its purpose.

C. Removal – Any FFAA Board Member or General Member whose continued participation is deemed detrimental to the welfare of the program may be removed upon majority vote of the FFAA Board.

See Appendix B for Additional FFAA Rules and Procedures.

ARTICLE IX. AMENDMENTS

These by-laws may be amended by a two-third vote of voting members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are posted on the website, and are provided to each Board member at least one week prior to said meeting.

ARTICLE X. DISSOLUTION OF AUXILIARY

In the event FFAA programs cease to exist, all assets, cash, equipment & miscellaneous items will be donated equally to the FFD, or the city as required in section 501(c)(3) of the Internal Revenue Code.

APPENDIX A

FARMINGTON FIREFIREFIGHTERS AUXILIARY ASSOCIATION (FFAA)

Board of Directors Job Descriptions

Revised May 1, 2012

ALL BOARD AND COMMITTEE MEMBERS ARE ASKED TO KEEP A BINDER AND NOTES FOR FUTURE OFFICIERS AND EVENTS

President

Job Description:

- Serve as Executive Board member, attend monthly meetings.
- Manage overall objectives and strategies of the FFAA
- Act as liaison between FFD, the community and the FFAA
- Prepare meeting agendas and facilitate FFAA
- Work with the Board and Committees to create calendar of events.
- Prepare a budget with the Committees and Treasurer and submit for approval
- Review the Treasurer's report prior to the meeting and ensure that all budget items are accounted for
- Oversee committees
- Review Secretary's minutes prior to publishing
- Communicate with event coordinators on schedule, budgets, resources, etc.
- Approve communications that will be sent to the department
- Coordinate election of Board members
- Serve as Past-President on newly elected board, if possible
- Perform other duties as needed

Assistant President

Job Description:

- Serve as Executive Board member, attend monthly meetings.
- Assist in preparing meeting agendas and facilitate FFAA meetings
- Assist the President in managing overall objectives and strategies of the FFAA
- Act as liaison between FFD, community and FFAA

- Conduct meetings in the absence of the President
- Take minutes in the absence of the Secretary
- Verify website and department communication is up to date

Secretary

Job Description:

- Serve as Executive Board member, attend monthly meetings.
- Prepare and distribute meeting agendas with input from the Board.
- Take minutes at FFAA Board meetings. Forward to President for review, and then have published to website
- Present Secretaries report at monthly meetings
- Maintain directory of members with contact information
- Verify website and department communication is up to date
- Check the Auxiliary general email account, forward emails as necessary.
- Work with Treasurer to keep state and federal filings current.
- Prepare communications to be sent to the members and the Relief

Treasurer

Job Description:

- Serve as Executive Board member, attend monthly meetings.
- With the other Board Members, generate the budget. Adjust budgets when necessary.
- Enter transaction onto Treasurer's report spreadsheet and ensure accuracy of information.
- Present treasurer's report for each FFAA meeting.
- Work with Committees during and after events to prepare deposit.

Skills Needed: Knowledge of Excel spreadsheets and light bookkeeping/accounting experience with particularly with reconciling accounts and Quicken is helpful.

Trustees

Job Description:

Represent the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure.

The trustees listen to membership and communicate their issues, needs and interests to the Board of Directors.

- Identify potential problems and opportunities.
- Work effectively toward common goals as a team member.
- Set objectives and develop action plans for selected and/or assigned projects.

APPENDIX B

FARMINGTON FIREFIGHTERS AUXILIARY ASSOCIATION (FFAA)

Additional Policies and Procedures

Revised May 1, 2012

1. Any expenditure amount of over \$200.00 will require approval by the membership.
2. Financial documents and the checkbook will be kept in the Relief office located at station 2. All checks will be signed by 2 signers. Reimbursements will only be given with a receipt. Reimbursements will only be made by check, not cash. Deposits will be counted by 2 members of the Auxiliary, and 1 Relief, with 2 signatures to verify the deposit.
3. Any FFAA Board Member or General Member whose continued participation is deemed detrimental to the welfare of the program may be removed upon majority vote of the FFAA Board.

This group is new and as we experience growth and new ideas, this document will require changes and additions.

Additions to this Appendix will be presented and approved by members of the Auxiliary as stated in Article IX – AMENDMENTS.

APPENDIX C

Conflict of Interest Policy for the Farmington Firefighters Auxiliary Association

Revised May1, 2012

ARTICLE I. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Farmington Firefighters Auxiliary Association's) 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 chairperson 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. RECORDINGS 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 boards 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, when taking office, shall sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. 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 VIII. 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.