



# Durango Fire Protection District

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## RESOLUTION 2016-3

### A RESOLUTION ADOPTING BYLAWS FOR THE DURANGO FIRE PROTECTION DISTRICT FIREFIGHTERS FUND

**WHEREAS**, the Durango Fire Protection District (the "District") has previously established a nonprofit corporation known as the Durango Fire Protection District Firefighters Fund (the "Firefighters Fund"); and

**WHEREAS**, the Firefighters Fund is responsible for the collection and disbursement of monies donated to the Firefighters Fund; and

**WHEREAS**, the Board of the District has determined that the proposed Bylaws of the Firefighters Fund attached hereto should be adopted for the purpose of regulating the operation of the Firefighters Fund.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Durango Fire Protection District that it hereby adopts the attached Bylaws of the Firefighters Fund effective immediately.

Approved and adopted this 26<sup>th</sup> day of January, 2016.

DURANGO FIRE PROTECTION DISTRICT

By: 

\_\_\_\_\_  
President Kathleen Morris  
Durango Fire Protection District

Attest:

  
\_\_\_\_\_  
Jim Barrett, Secretary

**BYLAWS  
OF  
DURANGO FIRE PROTECTION DISTRICT FIREFIGHTERS FUND**

**ARTICLE I  
OBJECTIVES AND PURPOSES**

Section 1.1: PURPOSE. The purpose for which the Durango Fire Protection District Firefighters Fund, a Colorado non-profit corporation (hereinafter the "Firefighters Fund"), is formed shall be as follows:

- A. To assist a Member (as defined in Article III below) or a Member's family in the event of death, disability or financial distress.
- B. To promote and execute mutual assistance programs among Members.
- C. To promote and execute programs for improved health and fitness for Members.
- D. To coordinate with and assist local fire departments.
- E. To award and reward Members for work and time volunteered to the Firefighters Fund and the Durango Fire Protection District.
- F. To cooperate with various agencies involved with emergency services in such a manner as may be determined by the Board of Directors of the Firefighters Fund ("FF Board") or the Members.
- G. To establish scholarship and special funds as determined by the FF Board or the Members.
- H. To undertake such additional activities as will best promote the health and well-being of its Members and their families

Section 1.2: TERMS. Terms used in these Bylaws are defined in the Bylaws and will have the meanings set forth therein, unless the context requires otherwise.

**ARTICLE II  
OFFICES**

Section 2.1: LOCATION. The principal office of the Firefighters Fund shall be located in Durango, Colorado at such place as the FF Board may, from time to time, determine.

**ARTICLE III  
MEMBERSHIP**

Section 3.1: MEMBERSHIP. Any active or retired member of the Durango Fire Protection District ("DFDPD"), Durango Fire and Rescue Authority, Animas Fire Protection District, Hermosa Fire Protection District or the City of Durango Fire Department may become a Member by submitting an application for membership and paying the annual dues established by the FF Board.

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Section 3.2: VOTING. Each Member shall have one (1) vote. No voting proxies, written or oral, shall be permitted.

Section 3.3: MEMBER MEETINGS. Annual meeting of the Members shall be held on the second Saturday in October. Regular meetings of Members shall be held on the second Tuesday of each odd numbered month. Special meetings of the Members may be called at any time by the President or a majority of the Board. The Board shall call a special meeting of Members whenever requested to do so in writing by Members constituting not less than twenty percent (20%) of the outstanding membership of the Firefighters Fund. Such meetings may be held at such times or places as may be determined by a majority of the Board. The notice for a special meeting shall state the purpose or purposes for which it is called. No business other than that specified in the notice of the special meeting shall be transacted at any special meeting of the Members.

Section 3.4: NOTICE OF MEETINGS. Written notice stating the place, day and hour of any meeting of Members and the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by email or by regular US mail to each Member.

Section 3.5: QUORUM. The presence of at least 40% of the Members entitled to vote shall be necessary for a quorum for the transaction of business.

Section 3.6: MANNER OF VOTING. A Member shall be entitled to vote in person or by mail. At mail elections a majority vote ballots cast is required on any ballot questions provided votes have been cast by at least 40% of the Members entitled to vote.

**ARTICLE IV  
BOARD OF DIRECTORS OF THE  
FIREFIGHTERS FUND**

Section 4.1: NUMBER: The management of the Firefighters Fund shall be vested in a Board consisting of seven (7) Directors (the "FF Board"). The Directors shall be elected as follows:

- A. One Director shall be elected by the Volunteer Members at the annual meeting;
- B. One Director shall be the Volunteer Coordinator of the DFPD;
- C. Two Directors shall be elected by the Shift Staff Members at the annual meeting;
- D. One Director shall be elected by the Administration Staff Members at the annual meeting;
- E. Two Directors shall be members of and appointed by the Board of Directors of the Durango Fire Protection District (the "DFPD Board").

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Section 4.2: TERM OF OFFICE. All Member elected Directors shall be elected to two year terms or until their successors have been elected and assume office. To the extent possible, elected Director's terms shall be staggered. Any vacancy in the Director's term of office shall be filled by appointment by the FF Board of a Member of the same status as the vacating Director. Directors appointed by the DFPD Board shall serve until a replacement is appointed by such Board.

Section 4.3: DUTIES OF DIRECTORS. The FF Board shall have the powers and duties necessary for the administration of the affairs of the Firefighters Fund. The FF Board may do all such acts and things necessary to perform its duties except as prohibited by law or by these. The Directors may adopt such rules and regulations for the conduct of its meetings and the management of the Firefighters Fund as it deems proper, and as are not inconsistent with these Bylaws and the laws of the State of Colorado.

Section 4.4: DIRECTORS' MEETINGS. Meetings of the FF Board shall be held at such times and in such places as the Board may determine.

Section 4.5: NOTICE OF MEETING. Notice of Director's meetings shall be given by serving upon each director personally, by regular mail or by email. The notice need not state the matters or business to be considered at such meeting. At any meeting at which every member of the FF Board is present, although held without notice, or to which the directors not present have waived notice in writing, such presence or waiver shall be deemed equivalent to notice, a waiver of all objections to the manner of calling said meeting, and a ratification of the validity of said meeting.

Section 4.6: ACTION WITHOUT A MEETING. Any action authorized in writing by all of the Directors and filed with the minutes of the Firefighters Fund shall be the act of the FF Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the FF Board.

Section 4.7: PARTICIPATION BY ELECTRONIC MEANS. Any Directors of the FF Board may participate in a meeting of the FF Board by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.8: QUORUM. At any meeting of the FF Board, a majority of the Board shall constitute a quorum for the transaction of business provided at least one DFPD Board appointed Director is present.

Section 4.9: VOTING. At all meetings of the FF Board, each Director shall have one vote. Except as otherwise required by law, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the FF Board.

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Section 4.10: REMOVAL OF DIRECTORS. Any one or more of the Member elected Directors may be removed with or without cause in the manner provided for in the Colorado Nonprofit Corporation Act. Directors appointed by the DFPD Board may be removed only by such Board.

Section 4.11: COMPENSATION. No Director shall receive any compensation for services rendered as a Director; provided, however, directors may receive reimbursement for actual expenses incurred in serving as a Director of the FF Board.

**ARTICLE V  
FISCAL MANAGEMENT**

Section 5.1: GENERAL. The financial affairs of the Firefighters Fund, for and on behalf of all the Members, shall be managed by the FF Board. Such management shall recognize and be consistent with the purposes for which Firefighters Fund is established and the requirements of the Internal Revenue Code of the United States, including but not limited to section 501(c)(3).

Section 5.2: FUNDING SOURCES. The Firefighters Fund may accept membership dues, donations, gifts, proceeds from fundraising activities and interest earnings thereon subject to any limitations imposed by the Colorado Nonprofit Corporation Act or the Internal Revenue Code of the United States, including but not limited to section 501(c)(3).

Section 5.3: EXPENDITURES.

A. Operating. All expenses necessary for the continued operation of the Firefighters Fund including office expenses, professional fees, filing fees and similar expenditures necessary to maintain the Firefighters Fund in good standing with the Colorado Secretary of State and the Internal Revenue Service.

B. Objective. All expenditures made if furtherance of the purpose and objectives of the Firefighters Fund, as set forth in Article 1 of these Bylaws and any policies adopted pursuant to these Bylaws ("Objective Expenditures"), not to exceed \$5,000 shall be approved by at least two members of a committee consisting of one Member elected Director, one DFPD Board appointed Director and one Member (the "Expenditure Committee"). Objective Expenditures of \$2,500 or less may be approved by telephone or email poll of the Expenditure Committee. All other Objective Expenditures of less than \$5,000 shall be approved at a meeting of the Expenditure Committee. In addition, the President may authorize any Objective Expenditure not to exceed \$500. All other Objective Expenditures shall be approved by the FF Board. The FF Board and DFPD Board shall adopt policies, guidelines, procedures and applications for such expenditures.

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**ARTICLE VI  
OFFICERS**

Section 6.1: NUMBER. The Officers of the Firefighters Fund shall be a President, Vice-President, Secretary and Treasurer. Any two or more offices may be held by the same person except the offices of President and Secretary. The Officers of the Firefighters Fund need not be Members or Directors except for the President.

Section 6.2: ELECTION. All Officers shall be appointed by and serve at the pleasure of the FF Board.

Section 6.3: PRESIDENT. The President shall be the chief executive Officer of the Firefighters Fund and, subject to the control of the FF Board, shall supervise and control all the business and affairs of the Firefighters Fund. He or she shall preside at all meetings of the Members and of the FF Board. He or she may sign, with the Secretary or any other proper officer of the Firefighters Fund thereunto authorized by the FF Board, contracts or other instruments which the FF Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the FF Board or by these Bylaws to some other Officer or agent of the Firefighters Fund, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the FF Board from time to time.

Section 6.4: VICE PRESIDENT. The Vice-President shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all duties of the president, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the FF Board.

Section 6.5: SECRETARY. The Secretary shall (a) keep the minutes of the proceedings of the Members and of the FF Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Firefighters Fund records and of the seal of the Firefighters Fund and see that the seal of the Firefighters Fund is affixed to all documents the execution of which on behalf of the Firefighters Fund under its seal is duly authorized; (d) keep a register of the post office and email address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the FF Board.

Section 6.6: TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Firefighters Fund; (b) receive and give receipts for monies due and payable to the Firefighters Fund from any source whatsoever and deposit all

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such monies in the name of the Firefighters Fund in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (c) in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the FF Board.

Section 6.7: RESIGNATION AND REMOVAL OF OFFICERS. The FF Board shall appoint a replacement for any Officer who resigns or is otherwise unable to serve and may remove any Officer at any time, with or without cause.

Section 6.8: SALARY. No Officer of the Firefighters Fund shall receive a salary for his or her services rendered as such; provided, however, Officers may be reimbursed for actual expenses incurred as an Officer of the Firefighters Fund.

**ARTICLE VII  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 7.1: INDEMNIFICATION. The Firefighters Fund shall indemnify every Director and Officer, their respective successors, personal representatives and heirs, against all loss, costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being, or having been, a director or Officer of the Firefighters Fund except as to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. The FF Board may provide insurance for the directors and Officers for the purpose of complying with the indemnification required hereunder.

Section 7.2: AGENCY. Contracts or other commitments or obligations made by the FF Board or Officers shall be made as agent for the Firefighters Fund and they shall have no personal responsibility or liability on any such contract or commitment.

**ARTICLE VIII  
MISCELLANEOUS PROVISIONS**

Section 8.1: FISCAL YEAR. The fiscal year of the Firefighters Fund shall be from January 1<sup>st</sup> to December 31<sup>st</sup> until changed by the FF Board subject to applicable law.

Section 8.3: AMENDMENT. The FF Board shall have the power to make, adopt, alter, amend and repeal, from time to time, Bylaws of the Firefighters Fund. The Bylaws may also be amended by the Members. All amendments, however made, must be approved by the DFPD Board

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**CERTIFICATE**

I, the undersigned Secretary of Durango Fire Protection District Firefighters Fund do hereby certify that the foregoing is a true and complete copy of the Bylaws of said Firefighters Fund.

Date: \_\_\_\_\_

\_\_\_\_\_  
Secretary