

REVISED AND ADOPTED, NOVEMBER 24, 2013
BY-LAWS
OF
THE PENNSYLVANIA FIRE & EMERGENCY SERVICES
INSTITUTE, INC.

ARTICLE I

Offices

Section 1. Registered Office. The Pennsylvania Fire & Emergency Services Institute, Inc. (hereinafter, the "Corporation") shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office, with a registered agent whose business office is identical with such registered office. The address of the registered office may be changed from time to time by the Board of Directors.

Section 2. Other Offices. The Corporation may also have an office or offices at such other place or places within or without the Commonwealth of Pennsylvania as the Board of Directors may, from time to time, designate and as the business of the Corporation may require.

ARTICLE II

Purposes

Section 1. Nature of Corporation. The Corporation is a nonprofit corporation, which is organized and shall be exclusively operated for educational and charitable purposes in accordance with the provisions of Section 501 (c) (3) of the Internal Revenue Code and the regulations and applicable rulings issued thereunder.

Section 2. Primary Purposes. The Corporation is organized and shall be exclusively operated in accordance with its Articles of Incorporation.

Section 3. Activities and Limitations. The Bylaws do not limit or restrict the activities, powers, or authority of the Corporation to deal with people, nor are they restricted to stated purposes not specifically mentioned, provided, however, that the Corporation shall not engage in activities that would disqualify it as a non-profit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, or any subsequent version thereof, or as an exempt organization under the Federal Internal Revenue Code.

Adopted: _____

ARTICLE III

Members

The Corporation shall have no members.

ARTICLE IV

Board of Directors

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board. The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation of the Corporation shall be within the exclusive power of the Board of Directors. In furtherance of the purpose set forth in ARTICLE III of the Articles of Incorporation, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for charitable or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as the same may be from time to time amended. The Board of Directors shall review all requests for funds from such organizations, may require that such requests specify the use to which the funds will be put, and, if the Board of Directors approves the request, shall authorize the payment of such funds to the approved grantee. The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions, or otherwise render financial assistance to or for any or all of the purposes for which funds are requested.

Section 2. Exclusive Control. The Corporation shall neither solicit nor accept contributions upon condition that the amount received be paid by the Corporation to any other organization for any specific purpose unless, prior to the time such contribution is solicited or received, the Board of Directors shall have approved a grant to such other organization or such specific purpose and unless the Board of Directors shall at all times have the right to withdraw approval of such grant and withhold transmission of funds in accordance with the terms of the grant. This paragraph shall not restrict in any way the right of the Corporation to solicit or accept contributions for its own use in fulfilling its charitable and educational mission.

Section 3. Number, Qualifications, Election and Tenure of Director.

3.1 Number

The total number of Directors shall be eleven (11).

3.2 Qualifications

Directors should be, but are not confined to be, residents of the Commonwealth of Pennsylvania. Nine (9) Directors positions shall be

considered “At Large” Directors. The remaining two (2) Directors positions shall be filled as follows: One (1) Director shall be recommended by the Pennsylvania Fireman’s Legislative Federation, and one (1) Director shall be recommended by the Executive Committee of the Statewide Advisory Board of the PFESI (SWAB), and both of these Directors must subsequently be elected to the Board in the same manner as the nine (9) “At Large” Directors.

3.3 Election

At each annual meeting of the Board of Directors, an election shall be held to fill any positions expiring at the end of that calendar year. Election to the Board of Directors shall require a (2/3) majority vote of the current members of the Board of Directors.

3.4 Tenure

Each Director shall hold office for a term of three years or until a successor is duly elected. A three year term is considered to be a full term. Directors may not serve more than two consecutive full terms. After serving the maximum limit of two full terms, a person may again be considered for election to the Board after being off the Board of Directors for a period of one year.

3.5 Transition from One Year Terms to Three Year Terms

To implement three year terms, at the 2013 annual meeting the existing board members shall be divided into three approximately equal groups; three (3) of the members to serve for an initial term of one (1) year, four (4) of the members to serve for an initial term of two (2) years, and four (4) of the members to serve for an initial term of three (3) years. Board members elected during this transition to serve an initial term of less than three (3) years may serve for two (2) additional full terms upon the completion of said initial term.

Section 4. Annual Meetings. The annual meeting and election of the Board of Directors shall be held at a location determined by the President, in conjunction with the annual fundraising event in November.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or electronic mail (provided the Director has given prior written consent for delivery of notices by electronic mail) to each Director at his address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by electronic mail, such notice shall be deemed to be

delivered when the message is sent and has not been returned to the sender as undeliverable. Any Director may waive notice of any meeting, but that waiver must be in writing or by electronic mail. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of any special meeting of the Board of Directors, need not be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Manner of Acting. The Board of Directors shall act only by a majority vote of members present at a meeting at which a quorum is present, unless otherwise described in these Bylaws. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. When a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting.

Section 9. Compensation. Directors shall not receive any compensation for their services as a Director, but may be reimbursed for reasonable expenses incurred for traveling to a meeting and for other expenses actually incurred for serving as a Director.

Section 10. Informal Action by Directors. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by a two-thirds (2/3) majority of the Directors.

Section 11. Resignation of Directors. A Director may resign from the Board of Directors at any time by giving written notice of his resignation addressed to the President or Secretary of the Corporation, or by presenting his written resignation at an annual or special meeting of the Board of Directors.

Section 12. Removal. The Board of Directors may, by a majority vote, remove any Board member or officer of the Corporation from office, for any reason with or without cause. Removal as a Board member shall also constitute removal as an officer of the Corporation.

Section 13. Excessive Absences. Any Director absent for two (2) consecutive meetings shall be considered for removal from the Board of Directors. Removal shall require a majority vote of the Directors present at a duly constituted meeting.

Section 14. Vacancies. A vacancy in the Board of Directors may be filled at any regularly scheduled or specially called meeting of the Board. Such vacancy shall be filled by a majority vote and said person shall serve the unexpired term of the person whose vacancy is being filled.

Section 15. No Distribution of Net Earnings to Others. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes as described in these Bylaws.

ARTICLE V

Officers

Section 1. Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other offices as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including an Executive Director, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be selected by the Board of Directors at each annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year and until his successor shall have been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed, whenever in its judgment the best interests of the Corporation would be served, by a two-thirds (2/3) majority vote of the entire Board of Directors.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by such person as shall

be appointed by the President of the Corporation for the unexpired portion of the term to which he or she succeeded. In the event the President resigns, a majority of the remaining Board shall elect a new President.

Section 5. President. The President shall be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors as Chairman of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the event of the death, resignation, disqualification, removal or otherwise of the President, the Vice President shall have all powers of, and be subject to all restrictions upon, the President.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and, in general, perform all the duties as from time to time may be assigned by the Board of Directors. The Treasurer shall be bonded by the Corporation.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, shall be custodian of the corporate records and of the seal of the Corporation, and shall see that the corporate seal is affixed to all pertinent documents, the execution of which on behalf of the Corporation under this seal is duly authorized in accordance with the provisions of these Bylaws. The Secretary shall keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director, and in general perform all duties incident to the office of Secretary and such other duties as may from time to time may be assigned by the President or by the Board of Directors.

Section 9. Assistant Secretaries and Assistant Treasurer(s). The Assistant Secretaries and Assistant Treasurer(s), in general, shall perform such duties as shall be assigned to them by the Treasurer, the Secretary, the President, or

by the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VI

Committees

Section 1. Executive Committee of Directors. The Board of Directors may designate and appoint an Executive Committee, which shall consist of three (3) or more Directors, one of whom shall be the President of the Corporation, which committee shall have and exercise the authority of the Board of Directors in the management of the Corporation during the intervals between meetings, provided, however, that such committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any Director of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee and the designation thereto authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Statewide Advisory Board and Other Committees. The Board of Directors may also appoint such other committees as may be determined by the Board, which shall have powers and duties as shall from time to time be prescribed by the Board. The President shall be a member ex-officio of the Statewide Advisory Board and any other committees.

Section 3. Term of Office. Each member of a committee shall continue as a member thereof until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairpersons of Committees. One member of each committee shall be appointed Chairperson by the President. The Statewide Advisory Board may elect its own Chairperson, who must be approved by a majority of the Board of Directors before fulfilling that role.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules or resolutions adopted by the Board of Directors. The latest edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by an officer or officers, agent or agents of the Corporation as shall from time to time be determined by the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Such contributions, gifts, bequests or devices shall be in conformity with the laws of the United States or any other relevant jurisdiction.

ARTICLE VIII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX

Fiscal Year

The Fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year. The Corporation shall periodically have an audit performed of the books of the Corporation, but no less often than bi-annually. The audit shall be performed by a certified public accountant that is qualified to examine the books and records of a nonprofit corporation.

ARTICLE X

Seal

The Board of Directors shall provide a corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the words: "THE PENNSYLVANIA FIRE & EMERGENCY SERVICES INSTITUTE, INC."

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Corporation or otherwise required by law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Indemnification

To the maximum extent permitted by the Pennsylvania Nonprofit Corporation Law a Director shall not be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such Director as a Director, except for liability (i) for any breach or failure to perform the duties of his office or position, (ii) for acts of omissions not in good faith or which involve willful misconduct, recklessness, or a knowing violation of the law, and (iii) for any transaction on which the Director derived an improper personal benefit. Except as previously stated, the Corporation shall

indemnify its currently acting and its former Directors against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its employees and agents and persons who serve and have served at its request as Directors, officers, partners, trustees, employees or agents of other corporations, partnerships, joint ventures or other enterprises controlled by it; and may, by Bylaw, resolution or agreement make further provision for indemnification of Directors, officers, employees and agents, provided that such Bylaws, resolutions or agreements are not inconsistent with the Articles of Incorporation.

No amendment 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 XIII

Dissolution

The Corporation may dissolve and wind up its affairs in accordance with the proper procedures as prescribed by law. The decision to dissolve the Corporation requires a two-thirds (2/3) majority vote of the Board of Directors who remain in office. Upon dissolution of the Corporation and the winding up of its affairs, including the payment of all liabilities of the Corporation, the remaining assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of section 501 (c) (3), or successor Section, of the Internal Revenue Code and regulations.

ARTICLE XIV

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors present at any regular meeting or at any special meeting at which such vote is taken, if at least five days written notice is given of intention to alter, amend or repeal, or to adopt new Bylaws at such meeting.

REVISED and ADOPTED this 24th day of November, 2013

PENNSYLVANIA FIRE & EMERGENCY SERVICES INSTITUTE, INC.

By President

By Secretary

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