

**NEW YORK STATE PROFESSIONAL FIRE FIGHTERS  
ASSOCIATION EMERGENCY FUND, INC.**

**ARTICLES OF ORGANIZATION**

**Articles of Incorporation** of the undersigned, a majority of whom are citizens of the United States, desiring to form a Not for Profit Corporation under the Not for Profit Corporation Law of New York, do hereby certify:

**ARTICLE I - NAME**

**Section 1:** The name of the corporation shall be: **NEW YORK STATE PROFESSIONAL FIRE FIGHTERS ASSOCIATION EMERGENCY FUND, INC.**

**Section 2:** The place in this state where the principal office of the Corporation is to be located is the City of Albany, Albany County.

**ARTICLE II - PURPOSES**

**Section 1:** Said organization is organized exclusively for charitable, scientific and educational purposes, as specified in Section 501(c)(3) of the Internal Revenue code, and is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not for Profit Corporation Law: the corporation is a Type B Corporation, the purpose or purposes for which this corporation is formed are as follows:

The Corporation is a charitable not-for-profit organized to provide financial assistance to active fire fighters and other members of the New York State Professional Fire Fighters Association (NYSPFFA) and their eligible dependents, who have suffered due to natural events such as hurricanes and floods and other disasters, illnesses and or accidents to the members, thereby leading to substantial economic loss.

To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.

Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Corporation Law Section 404(a) through (v).

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that aren't in furtherance of the purposes of this corporation.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2: The closing month of the corporation's fiscal year shall be December 31<sup>st</sup>.

Section 3: The office of the corporation is to be located in the county of Albany.

Section 4: The initial directors of the corporation until the first annual meeting are as follows:

Samuel Fresina

James McGowan

David Holleran

Section 5: The duration of the corporation is perpetual.

Section 6: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

## **ARTICLE II – BOARD OF DIRECTOR MEMBERSHIP**

Section 1: The Board of Directors shall consist only of members of the NYSPFFA who are in good standing.

## **ARTICLE III - BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Council, and delegates' responsibility for day-to-day operations to the Board of Directors and committees. The Board shall have up to 10 and not fewer than 7 members. The Board receives no compensation other than reasonable expenses.

**Section 2: Meetings.** The Board shall meet at least 1 time per year at an agreed upon time and place.

**Section 3: Board Elections.** Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

**Section 4: Terms.** All Board members shall serve 2 year terms, but are eligible for re-election.

**Section 5: Quorum.** The presence at any membership meeting of not less than three Members of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present that the meeting originally called.

**Section 6: Officers and Duties.** There shall be five officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

**Section 7: Vacancies.** When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 8: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Such proxy shall be extinguished at the termination of the meeting in which proxy was granted.

## **ARTICLE IV – COMMITTEES**

**Section 1:** The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs.

**Section 2:** The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

**Section 3:** Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

## **ARTICLE V – MEETINGS**

**Section 1:** Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

**Section 2:** Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

**Section 3.** Action by Members Without a Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent or electronic mail, setting forth the action so taken, and signed by all the members entitled to vote thereon. Such members' decision via electronic mail shall be considered signed for purposes of the member's vote thereon.

**Section 4.** Proxies. Every member of the Board of Directors entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another member or members of the Board of Directors to act on his/her behalf by proxy.

**Section 5.** Notice. An official Board meeting requires that each Board member have written notice two weeks in advance, unless each board member acknowledges notice given otherwise.

## **ARTICLE VI - AMENDMENTS**

**Section 1:** These Articles may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.