

Amended and Restated Bylaws of the Fire Department Safety Officers Association
Adopted 1997
(Amended December 2014)
(Amended January 2019)
(Amended by BOD vote only Oct 13, 2021, re: FY change to follow calendar
year)
(Amended by BOD Aug 2024 and vote of membership for Terms Jan 2024)

- ORGANIZATION

The name of the organization shall be the Fire Department Safety Officers Association (FDSOA), a not-for-profit membership corporation.

- PURPOSES & POWERS

- **Purpose:** The FDSOA's purpose shall be to promote and support health and safety standards, concepts, and best practices in all areas of fire and emergency services' operational and management responses. The FDSOA shall accomplish its purpose by, but not limited to:

- Developing, promoting, and delivering professional competencies for department Incident Safety Officers, Safety Officers, and Health and Safety Officers
- Providing educational programs and training for department Incident Safety Officers, Safety Officers, and Health and Safety Officers
- Developing and promoting research and literary initiatives for department Incident Safety Officers, Safety Officers, and Health and Safety Officers
- Developing and producing publications
- Sponsoring seminars, conferences, and training
- Developing and producing self-study materials
- Developing and producing video-based materials
- Any other aspects related to the enhancement of health and safety for all emergency-services response components

- **Powers:** In furtherance of these purposes, FDSOA may acquire, receive, and accept – by way of gifts, purchase, lease, grants, or other means – money and property of every kind, nature, and description without limitation as to the amount or value and shall use same for the aforementioned purposes. Without limiting the generality of these purposes, FDSOA may make, enter into, perform, or carry out contracts of every kind

and description with any firm, association, corporation, limited-liability company, or

person, including, but not limited to, local, state, or federal governmental agencies or private agencies, and it may do all other things necessary or proper in connection with, or incidental to, such objects or purposes without limitations, except those designated under these bylaws.

- **Not for Profit:** FDSOA shall not operate for profit related to or consisting of money. No part of any FDSOA money or other property shall be used for the benefit of any officer, director, or other FDSOA member or private individual, or be used or distributed for purposes other than those designated in these bylaws. Should there be any FDSOA monies, equipment, property otherwise remaining if and whenever FDSOA's business functions or activities cease, they shall be donated to a charity that the Board selects.

- **MEMBERSHIP**

The eligibility and classes of membership, voting rights, ability to hold office in FDSOA, limitations, membership dues, and other provisions are as follows:

- The FDSOA shall maintain the following membership classes:
 - **Active Member:** Any individual who is involved actively in a position that includes responsibility for emergency services' responses or any individual responsible for an organization's health and safety or the training of such personnel.
 - **Retired Fire Service Member:** Any individual who, during his or her tenure in the Fire Service, was involved in a position that included responsibility for emergency-services responses or any individual who was responsible for an organization's health and safety or the training of such personnel, to include Fire Fleet and EVT Mechanics.
 - **Corporate Member:** Any individual, association, firm, limited-liability company or corporation that wants to support the FDSOA's purposes.
 - **Department Member:** Any public or private Fire Department; Department of Public Safety; local, regional, state, provincial, federal, or other private fire or emergency-management training center or response organization; allied associations; or others as determined by the FDSOA's Board of Directors is eligible to become an organizational member.
 - **Membership Period**
The membership period for all classes is twelve (12) months.
 - **Termination or Suspension of Membership**
Any member who is not a director may be suspended or terminated by majority vote of the FDSOA Board of Directors for any reason or member action deemed not in the FDSOA's best interests.

- **Additional Classes**
The Board may establish additional membership classes at its discretion.
- **Resignation**
Any member may resign at any time by submitting written notice to the chair.
- **Dues**
Annual dues for membership classes shall be established at the discretion of the Board of Directors.
- **Good Standing**
A member is considered in good standing for all purposes, including without limitation, voting, if at the time of determination, such member's application for membership shall have FDSOA approval and the member shall have paid all required dues, shall not have resigned, and shall not have been suspended, pursuant to Article IV.C.
- **Member Meetings**
- **Annual Meeting:** FDSOA members shall meet in conjunction with the annual conference, the purpose of which shall be to receive reports from the FDSOA CEO/ President and/or Chair and Board, as well as install the Board of Directors and transact FDSOA business as needed.
- **Special Meeting:** Special meetings of members may be called by the Chair or Board of Directors. More specifically, special meetings of members shall be called by the Chair or, in case of death, absence, incapacity, or refusal by the Chair to act, by any other Board member upon written application by thirty (30) members entitled to vote. At any special meeting, only business specified in the notice of such a meeting may be transacted.
- **Notice:** Paper or email notices of each meeting will be sent out – stating the meeting's location, date, and hour, as well as purposes of the meeting by the Chair or other officer calling the meeting, at least seven (7) days, but not more than sixty (60) days, before the meeting – to each member entitled to vote at the meeting or entitled to such notice, either to the member's residence or usual place of business. If mailed, it shall be sent, postage prepaid, to the member's physical or email address in FDSOA's records. No notice needs to be given to any member if the member, or the member's authorized attorney, waives such notice in writing before or after the meeting and files this notice with the meeting's records, or by such member's presence, in person or by proxy, at the meeting without protesting at or before the commencement of the meeting the lack of notice to such a member. Any person authorized to give notice of any such meeting may make an affidavit of such notice, which as to the facts therein stated, shall be conclusive.
It shall be the duty of every member to furnish the FDSOA with that member's current post office, mailing address, or email address.
- **Quorum:** A quorum for transacting business at any meeting of the FDSOA membership shall be thirty (30) members entitled to vote. An announcement by the Chair or officer

presiding over the meeting that a quorum is present shall be conclusive. The absence of such an announcement shall have no significance. If a quorum is not represented, the members present or represented and entitled to vote at such a meeting, by majority vote, may adjourn the meeting without notice other than an announcement at the meeting, until a quorum is present or represented. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted if the meeting had been held as originally called. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of one or more members so as to leave less than a quorum present.

- **Voting:** Unless otherwise provided by law or the Articles of Organization, each member in good standing shall have one vote. When elections are held for any Board of Directors position, FDSOA members will vote by electronic ballot. Only one vote per FDSOA class of membership will be permitted. Each Active Member has one vote. For Corporate and Department memberships, the entity itself must identify the person designated as the voting person. The designated person will have one vote that represents the corporate or department entity. Ballots will be open for a one-month period, and members will receive adequate notification of the election and information on the candidates. No proxy voting will be permitted with regard to the election of Board of Directors members.
- **BOARD OF DIRECTORS**
 - Generally, an FDSOA Board of Directors comprising nine (9) voting members with general authority over FDSOA affairs and, consistent with the law and these bylaws, shall conduct these affairs through the Chief Executive Officer (CEO)/ President, Management Entity, and any such committee(s) as the Board of Directors may from time to time deem necessary and appropriate. The Board may exercise all the powers of the corporation that are not reserved expressly to members by law, Articles of Organization, or these bylaws. At the annual meeting or special meeting in lieu of the annual meeting, the membership shall elect, for a term of three (3) years, the appropriate number of successors to the class whose term is then expiring who shall serve thereafter until their successors are chosen and qualified. The Board shall include the following:
 - Chair: Except as provided in Article IV, Section B.2, the Board Chair shall be elected to three-(3)-year terms and may run for consecutive elected three-(3)-year term(s):by the FDSOA's voting membership, provided that the candidate has served at least one (1) term as an FDSOA Board member.
 - The FDSOA Board Chair shall be the chief elected official of FDSOA and represent FDSOA at any function deemed appropriate. Furthermore, the Chair
 - shall preside at FDSOA Board meetings.
 - Vice Chair: Except as provided in Article IV, Section B.2, the Board's Vice Chair shall be elected to three-(3)-year terms and may run for consecutive elected three-(3)-year term(s): by the FDSOA voting membership, provided that the candidate for election has served at least one (1) term as an FDSOA Board member. The Vice Chair shall assist the Board Chair in

whatever duties may be assigned in the Chair's absence. Furthermore, the Vice Chair shall represent the Board on all appointed special committees.

- Regional Directors: Except as provided in Article IV, Section B.2, five (5) regional directors shall be elected to three-(3)-year terms and may run for consecutive elected three-(3)-year term(s):
 - Two Regional Directors elected by the Eastern Region's voting membership
 - Two Regional Directors elected by the Western Region's voting membership
 - One Regional Director elected by the International Region's voting membership

Members from the same state may serve on the Board of Directors at the same time. Members from the same emergency-response department, entity, group, etc., may not serve on the Board of Directors at the same time.

- Immediate Past Chair: The Immediate Past Chair shall serve as a voting member of the board and shall not stand for election. The Immediate Past Chair may be removed at any time by the Board of Directors in accordance with Article IV, Section B.4. The Immediate Past Chair may be paid such compensation for his or her services and such reimbursement for expenses incurred to attend meetings as may be determined by the full Board of Directors.
- Corporate Member: A Corporate Member shall be appointed by the Board of Directors and serve as a voting member. A Corporate Member may be removed at any time by the Board of Directors, in accordance with Article IV, Section B.4. The Corporate Member may be paid such compensation for his or her services and such reimbursement for expenses of attendance at meetings as may be determined by the full Board of Directors.
- Special Contributing Board Member: A Special Contributing Board Member shall serve as a non-voting Board member. This Board member shall be selected and approved by a unanimous vote of the Board of Directors. A Special Contributing Board Member will be considered a subject-matter expert who shall assist and contribute toward the FDSOA's purposes.
- A Special Contributing Board Member may be paid such compensation for his or her services, and such reimbursement for expenses incurred to attend meetings as may be determined by the full Board of Directors.
- Treasurer: a Special Contributing Member for the board and serves at the will of the FDSOA Board of Directors. This position has been created to improve fiduciary transparency and accountability.

The FDSOA Board of Directors will appoint a Treasurer to oversee the following:

- Oversee the organization's financial Administration, as follows

- Review and ensure financial policies and procedures are enforced.
- Review and confirm all generated financial reports
- Ensure and have oversight of a yearly budget with input from the Board of Directors, CEO, and Management Entity.
- Have the role of Chair for the FDSOA Board Finance Committee which is appointed by the FDSOA Board Chair.
- Advise the Board regarding fundraising opportunities.

- Service:

- Eligibility: Any candidate for election to the Board of Directors of FDSOA must be an FDSOA member in good standing and must agree to abide by the Code of Ethics of FDSOA as provided in Article V, Section E. For purposes of determining any candidate's eligibility for election to the board, if a candidate has served part of, but less than, a full term in any directorship, such shortened term shall not count as a term for purposes of determining whether the prohibition on serving successive terms would be violated or whether the requirement to serve at least one term has been fulfilled.
- Staggered Terms: The Board shall be divided as to provide for staggered terms. At no time will any of the same regional directors be elected at the same time. At no time will both the Chair and Vice Chair be elected at the same time. The staggered terms are as follows:
 - Chair election in 2018, with term beginning in January 2019. Repeated every three (3) years.
 - Vice Chair election in 2018, with term beginning in January 2019. Repeated every three (3) years. To stagger the terms of the Chair and Vice Chair, the term of the Vice Chair, elected in 2018, with a term beginning in January 2019, will serve for one four-(4)-year term until 2023. The election in 2022 for the term to begin in January 2023 will revert to a three-(3)-year succession.
 - One Eastern Regional Director election in 2017, with term beginning in January 2018. Repeated every three (3) years.
 - One Eastern Regional Director election in 2019, with term beginning in January 2020. Repeated every three (3) years.
 - One Western Regional Director election in 2017, with term beginning in January 2018. Repeated every three (3) years.
 - One Western Regional Director election in 2019, with term beginning in January 2020. Repeated every three (3) years.
 - One International Director election in 2017, with term beginning in January 2018. Repeated every three (3) years.

- Resignations: Any director may resign by giving written notice to the Chair. Such a resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt of the notice. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.
- Removal and/or Suspension: A director may be removed or suspended from office with or without cause by a two-thirds vote of those members entitled to vote in the election of such a director and may be removed from office with cause by a two-thirds vote of the directors in office. A director may be removed for cause by the Board of Directors immediately after the director is afforded an opportunity to be heard before the body proposing to remove him or her. Notice of the opportunity to be heard shall be given to the director not less than thirty (30) days prior to the date set for the hearing.
- Vacancies: In the event of a vacancy on the Board of Directors, by reason of an enlargement of the Board of Directors or otherwise, the remaining directors, by majority vote, may elect a director to fill such a vacancy and may exercise the powers of the full Board of Directors until the vacancy is filled.
- Board of Directors Compensation: The Board of Directors may be paid such compensation for services and reimbursement for expenses incurred to attend meetings as may be determined by the full board. No such payment shall preclude any Board member from serving the FDSOA in any other capacity and receiving compensation.
- Committees:
- Board Appointment: The Board of Directors may, by a majority vote of the directors then in office, appoint, from their ranks, one (1) or more Board subcommittees and delegates to each Board subcommittee some or all their powers to the extent permitted by law, the Articles of Organization, or these bylaws. Except as the Board of Directors may otherwise determine, any such Board subcommittee shall be governed in the conduct of its business by the rules governing the conduct of the business by the Board of Directors contained in these bylaws and may, by majority vote of the entire Board subcommittee, make other rules for conducting its business.

The Board of Directors shall have the power at any time to fill vacancies in any such Board subcommittee, change its membership, or discharge the Board subcommittee. Any approved Board subcommittee shall have a specific charge and shall be disbanded upon completion of the assignment, or upon a vote of the Board to disband it. Any director may attend any Board subcommittee meeting, but only directors appointed to a Board subcommittee may vote on matters decided by that Board subcommittee. All Board subcommittees shall report back to the full Board with respect to recommendations and proceedings, and if authorized by the full board, may act without further approval by the full board.

Members who are not directors shall not be permitted to attend meetings of

Board subcommittees unless specifically invited to do so for a specific purpose by the committee. The Board of Directors may, by a majority vote of the directors then in office, appoint other committees comprised of any combination of directors and members in good standing, provided that all committees shall have at least one director appointed as a member of such a committee. Such a director need not be the Chair of such a committee unless the Board otherwise specifies.

Except as the Board of Directors may otherwise determine, any other such committee shall be governed in conducting its business under rules from the Board of Directors contained in these bylaws and may, by majority vote of the entire committee and with majority approval of any director members of such a committee, make other rules for conducting its business. The Board of Directors shall have power at any time to fill vacancies in any such committees, change its membership, or disband the committee. Any approved committee shall have a specific charge and shall be disbanded upon completion of the assignment, or upon a vote of the Board to disband. All committees shall report back to the Board with respect to proceedings and recommendations. Except as specifically provided for in these bylaws, committees that are not Board subcommittees may not be delegated any powers by the Board of Directors.

- Nominations and Elections Committee: There shall be an FDSOA Nominations and Elections Committee whose membership shall comprise the Board Chair, who shall chair such a committee, and one (1) member from each of the Eastern, Western, and International regions. All members of the Nominations and Elections Committee shall be FDSOA members in good standing.

Non-director members of the Nominations and Elections Committee shall be appointed by the board. It shall be the duty of the Nominations and Elections Committee to meet annually at a time and place determined by the Chair to select qualified nominees for vacant Board seats as provided by these bylaws. The Chair, on behalf of the Nominations and Elections Committee, shall report to FDSOA's voting membership at least one-hundred twenty (120) days prior to the annual meeting of the membership at least one (1) nominee for each upcoming vacancy.

The report also shall include the candidate prerequisites and proper procedures to nominate, in writing, candidates for said vacancies. At the close of the nomination period, the Chair shall submit a list of candidates to all FDSOA voting members. A schedule for electronic balloting will run at least sixty (60) days prior to the annual meeting. The voting period shall be open for 30 days. During that time, ballots shall be counted, and the results shall be verified by the Nominations and Elections Committee. Where no contest for anyone (1) such officer exists, the one (1) qualified nominee shall be elected by acclamation. Where no qualified candidate for election is duly nominated for any such office that is vacant, it shall be declared vacant and filled by the

Board.

Notice of election results shall be sent electronically to all members of FDSOA no later than one hundred twenty (120) days following installation. The installation of directors and appointment of Nominations and Elections Committee members shall be the last order of business at the annual members' meeting.

- Code of Ethics

The Board Chair, with assistance from the President/CEO, shall develop, maintain, and enforce a Code of Ethics that shall be subscribed to by all sitting Board members and any candidate for election to the FDSOA Board of Directors.

The Code of Ethics shall require, among other things:

- Commitment to FDSOA's stated purposes
- Non-discriminatory practices
- Attendance at meetings
- Confidentiality
- Avoidance of conflicts of interest
- Cooperation
- Disclosure of any potential personal gains from FDSOA affairs
- Avoidance of prejudice

- Board of Directors Meetings:

- **Annual Meeting:** A meeting of the Board to transact general business shall be held on an annual basis.
- **Special Meetings:** A special meeting of the FDSOA Board may be called by the Chair upon request of at least three (3) members of the Board of Directors, provided written notice is given to all FDSOA Board members with a stated purpose and agenda.
- **Re-occurring Board Meetings:** These are regularly scheduled Business Meetings (i.e. weekly, biweekly, monthly etc) These meetings will focus on all FDSOA Operations. These meetings will include all Executive Board Members, the CEO/ President, Management Entity, Treasurer, and any other person the board may deem is necessary to attend (i.e. SMEs)
- **Notice of Meetings:** Whenever notice of any meetings of the Board of Directors is required by these bylaws or by vote of the Board of Directors, such notice shall state the location, date, and time of the meeting and shall be given to each director by the Chair or another officer calling the meeting at least two (2) days prior to such a meeting if notified via email, in person, by phone, or by fax, and at least four (4) days prior to such a meeting if notified by regular mail. Notice shall be deemed to have been given duly by mail if the notice is mailed

as a first-class letter, postage prepaid, or by fax if a fax transmission is completed, including an answer-back (the letter or fax being addressed to each director at their last known mailing addresses or fax numbers as they appear on the books of the corporation). No notice need be given to any director who waives such notice as provided in writing before or after the meeting and filed with the meeting records, or by such directors who attend the meeting without protesting at or before the commencement of the meeting any lack of notice to directors. No notice of adjourned meetings by the Board of Directors needs to be given.

- **Executive Sessions:** Special meetings closed to the public and general membership to discuss sensitive matters. These may include, but are not limited to, personnel issues, legal matters, confidential business negotiations, and other matters deemed confidential by the Board of Directors.
- **Authority to Call an Executive Session:** An executive session may be called by The Chair of the FDSOA, a majority vote of the Board of Directors, or a written request submitted by at least one-third of the board members.
- **Notice of Executive Sessions:** Members of the Board of Directors shall be given a minimum of 48 hours' notice before the commencement of an executive session, except in cases of emergency where immediate action is required. The notice shall include the date, time, location, and general subject matter of the executive session.

Attendance at executive sessions shall be limited to members of the Board of Directors and any other individuals invited by the Board for their expertise or necessary contribution to the discussion. Invited individuals must adhere to the confidentiality requirements set forth by the Board.

- **Confidentiality:** All matters discussed during an executive session are confidential and shall not be disclosed to any person not in attendance, unless the Board of Directors authorizes disclosure. Any breach of confidentiality may result in disciplinary action as determined by the Board of Directors.
- **Conduct of Executive Sessions:** The Chair, or in their absence, the Vice Chair, shall preside over executive sessions. Minutes of the executive session shall be recorded by a designated board member but kept separate from regular meeting minutes and marked as confidential. Decisions made during executive sessions must be ratified in a regular or special meeting of the Board of Directors, unless the Board decides otherwise.

Topics for Executive Sessions: Topics appropriate for executive sessions include, but are not limited to: Personnel matters (e.g., hiring, discipline, and dismissal), legal issues (e.g., litigation and legal advice), contract negotiations, strategic planning and proprietary information, or Any other matters that require confidentiality as determined by the Board.

Conclusion of Executive Sessions: At the conclusion of the executive session,

the Board of Directors shall return to open session and, if necessary, provide a summary of the executive session's outcomes without breaching confidentiality. Any formal actions taken in executive sessions shall be documented and made part of the official records of the association in a manner that does not compromise confidential information.

- **Quorum:** A quorum for transaction of business at any meeting of the FDSOA Board of Directors shall be a majority of Board currently in office. If a quorum is not present, those present may adjourn the meeting until a quorum is obtained. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted if the meeting had been held as originally called. For the purposes of these bylaws, a quorum is defined as the number of members or directors who must be present in a deliberative body before business may be transacted. The idea of a quorum is that when a certain minimum number of members or directors go into session as a body, the votes of a majority of the assembled group are sufficient to bind the entire membership or Board of Directors if present at such a session. When determining whether a quorum is present, members represented by proxies are counted as present.

For the purposes of these bylaws, a proxy is defined as a written authorization given by a member so that another person (who may or may not be a member) can act on that member's behalf, e.g., written authorization to represent such a member at a meeting or to vote for his or her membership's interest at a members meeting. Given this context, a proxy can refer to granting authority itself (the appointment) or the document granting the authority (the appointment form). A proxy can be used for any purpose for which a member may act. No proxy voting will be permitted with regard to elections for Board of Directors.

- **Voting:** At any meeting of the Board of Directors, the vote of a majority of those present shall decide any matter except those otherwise provided by law, the Articles of Organization, or these bylaws. The following matters require a vote of two-thirds of the directors then in office: any change in the bylaws, any capital expenditure in excess of \$25,000 that is not provided for in the applicable annual budget, and the removal or suspension of a director from office or termination of the CEO/President.
- **Action without meeting:** Any action that may be taken at any meeting of the Board of Directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as a vote at a meeting. This can be conducted and accomplished electronically by email
- **Meetings by conference calls:** Directors or members of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or a committee through a conference phone call or similar communications medium that allows all persons participating in the meeting to hear and communicate with each other at the same time, and participation by such means shall constitute

presence in person at the meeting.

- Attendance at Meetings (Minutes): Members who are not Board Members shall not be permitted to attend meetings of the Board unless specifically invited to do so for a specific purpose by the board. Board-meeting minutes shall be prepared by the CEO/President and/or Management Entity and made available for inspection by members as soon as practicable. A copy of minutes shall be sent to any member upon written request at the requestor's expense.

- CHIEF EXECUTIVE OFFICER / MANAGEMENT ENTITY

The CEO/President and/or the Management Entity is a person or organization employed under contract and approved on behalf of FDSOA by the Board of Directors. The CEO/President and/or the Management Entity shall be included at regular/reoccurring board meetings or upon special invite for other meetings deemed necessary by the Board. With oversight by the CEO, the Management Entity is responsible for FDSOA's day-to-day operations. Duties can be spelled out in the bylaws or can be duties that the Board of Directors may designate from time to time. CEO/President and/or the Management Entity reports FDSOA operations to the board.

The CEO/President and/or the Management Entity, appointed or hired according to the laws and bylaws, is authorized to manage and direct FDSOA affairs. The CEO/President and/or the Management Entity is responsible for certain FDSOA legal duties, including, but not limited to:

- duty of care
- duty to act reasonably, prudently, and in good faith
- duty of loyalty
- duty not to put one's own interests ahead of FDSOA's or those of its members
- duty not to engage in self-serving or unfair transactions with FDSOA

The CEO/President and/or the Management Entity is non-partisan and is bound to act in the best interests of the entire membership and to the Board of Directors who appointed and/or sought the services of such a director. Pursuant to Section VIII of these bylaws, FDSOA pays the costs and expenses of the CEO/President and/or the Management Entity who is named in lawsuits relating to FDSOA affairs, provided such director's actions were taken in good faith and in service to FDSOA. The CEO/President and/or the Management Entity also is responsible for keeping and maintaining FDSOA records and correspondence, giving and receiving FDSOA notices, countersigning FDSOA documents, etc. Such duties may be modified by these bylaws or the Board of Directors.

The CEO/President and/or the Management Entity shall keep true and complete records of all meetings and other FDSOA activities as are deemed appropriate and shall report the same at the annual meeting of the Board and members. The CEO/President and/or the Management Entity shall support, administer, and maintain the policies established by the FDSOA Board of Directors and may represent the FDSOA Board at whatever functions deemed by the FDSOA Board to be beneficial to FDSOA. Furthermore, the CEO/President and/or the Management Entity shall expend or authorize the expenditure of any FDSOA funds as provided in the budget, publish and distribute an annual audit report to

members reporting such expenditures, and select, employ, and supervise a staff consistent with the approved budget and organizational chart. Finally, the CEO/President and/or the Management Entity shall process and approve applications for membership. The CEO/President and/or the Management Entity shall serve on the FDSOA Financial Committee and shall be bonded appropriately in such amounts as the Board may determine.

- **BYLAW AMENDMENTS:**

- **Amendments:** These bylaws may be amended, added to, or repealed, in whole or in part, (i) by vote of the members at a meeting in which the substance of the proposed amendment is stated in the notice of the meeting, or (ii) by a vote of two-thirds of the directors then in office, except that no amendment may be made by the Board of Directors on matters reserved to the members by law or the Articles of Organization, which changes the provisions of these bylaws relating to the removal of directors or to the requirements for amending these bylaws. Notice of any amendment, addition, or repeal of any bylaws by the Board of Directors stating the substance of such action shall be given to all members no later than when notice is given of the next meeting of members, when such action by the Board of Directors may be amended or repealed by the members.
- **Petition:** Thirty (30) FDSOA voting members may petition to amend these bylaws under the provisions of (A) above.

- **REGIONS:**

A region is defined as a geographic membership district. The following regions are established:

East: Alabama, Connecticut, Delaware, District of Columbia, Florida, Georgia, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New York, New Jersey, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, and West Virginia.

West: Alaska, Arizona, Arkansas, California, Colorado, Hawaii, Idaho, Illinois, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington, Wisconsin, and Wyoming.

International: All U.S. commonwealths and territories other than the fifty (50) states and D.C., and all other nations and their territories.

- **INDEMNIFICATION:**

- **Right to Indemnification:** FDSOA shall indemnify and hold harmless each of its present and former Directors to the fullest extent permitted by applicable laws against expenses reasonably incurred by such person in connection with any action, lawsuit,

- proceeding, or investigation, whether civil, criminal, or administrative, by reason of such service, as long as: (i) such officer or director shall have acted in good faith and in the best interests of FDSOA, as determined by the board; (ii) such person shall have given prompt notification to the Board of any claims for which such person seeks indemnification; and (iii) such person agrees to permit FDSOA, as an option, to control the defense and settlement of any such proceedings.
- Insurance: FDSOA may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of FDSOA or another organization or employee benefit plan against any expense, liability, or loss incurred by such person in any such capacity, or arising out of such a person's status as such, whether or not FDSOA would have the power to indemnify such a person against such expense, liability, or loss.
- MISCELLANEOUS MANAGEMENT PROVISIONS:
 - Execution of Instruments: Except as otherwise provided in these bylaws or as the Board of Directors may generally or in cases authorize the execution thereof in some other manner, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by FDSOA shall be signed by the treasurer. Facsimile signatures may be used in the manner and to the extent authorized generally in certain cases by the Board of Directors.
 - Corporate Records: The original, or attested, copies of the Articles of Organization, bylaws, and records of all meetings of incorporators, members (and directors or any aforementioned committees), and records that contain the names of all members and the recorded addresses of each, shall be kept by law at the principal FDSOA office, or at an office of its CEO/President and/or the Management Entity and/or its resident agent. The copies and records must be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose. They shall not be available for inspection to secure a list of members or other information for the purpose of selling such lists or information or copies thereof or to use for purposes other than in the interests of the applicant, as a member, relative to FDSOA affairs.
 - Interested Transactions: No FDSOA contract or other transaction with any other person, corporation, association, limited-liability company, or partnership shall be affected or invalidated if: (i) FDSOA is a stockholder, member, or partner in such other corporation, association, limited-liability company, or partnership, or (ii) any one or more FDSOA officers or directors are officers, directors, or partners of other corporations, associations, limited-liability companies, or partnerships; or (iii) any FDSOA officer or director, individually or jointly with others, is a party to or is interested in such a contract or transaction. Any FDSOA director may be counted in determining the existence of a quorum at any meeting of the Board of Directors for authorizing or ratifying any such contract or

transaction. Any such transaction shall be approved by majority vote of the directors or partners of other such corporation, association, limited-liability company, or partnership.

- Fiscal Year: The FDSOA fiscal year runs January 1 to December 31.
- Rules of Order: Unless otherwise provided in these bylaws, Robert's Rules of Order (revised) shall govern the transaction of business at all FDSOA meetings.
- Governing Rules: The Board of Directors may establish Governing Rules regarding the FDSOA operations that do not violate and are not in conflict with the organization's bylaws. Such governing rules may include, but are not limited to, items related to FDSOA operations such as travel policy, strategic planning, etc.