

**Constitution**  
of the  
**ROCHESTER**  
**FIREFIGHTERS'**  
**BENEVOLENT**  
**ASSOCIATION**  
of the City of  
ROCHESTER, N.Y.

Revised January 1, 2007

**CONSTITUTION**  
**Of the**  
**ROCHESTER FIREFIGHTERS' BENEVOLENT ASSOCIATION**  
**Of the City of Rochester, N.Y.**

Revised Effective January 1, 2003  
As Amended Through January 1, 2007

**ARTICLE I**  
**NAME OF ORGANIZATION**

This organization shall be known as the Rochester Firefighters' Benevolent Association.

**ARTICLE II**  
**OBJECTS OF ASSOCIATION**

The objects of this Association shall be to unite for the purpose of:

1. Overseeing the administration of the Rochester Firefighters' Benevolent Association Death Benefit Plan Trust Fund so as to ensure that the Fund will pay death benefits as defined in the Death Benefit Plan to beneficiaries of all current and future Members.
2. Providing for the mutual benefit and protection of its Members.
3. Promoting the social and intellectual welfare of its Members.

**ARTICLE III**  
**MEMBERSHIP**

The Association shall be composed of its present Members and other persons who shall hereafter be elected to Membership from among duly constituted and active uniformed firefighters appointed to the Fire Department of the City of Rochester, New York (the "Fire Department").

**ARTICLE IV**  
**GOVERNMENT AND ADMINISTRATION**

**Sec. 4.1 Supreme Power Vested in Membership.** The supreme legislative and administrative power of this Association is vested in the Members, assembled at a meeting duly and regularly called, as provided in this Constitution.

**Sec. 4.2 Board of Trustees.** The Association shall have a Board of Trustees which shall consist of fifteen persons, to wit: one Chief Officer, one Captain, one Lieutenant, three Retired members, the five elected officers of the Association, and four Active members from the rank of Firefighter. The Board of Trustees shall manage the affairs of and have general supervision over the Association and shall have such specific powers and duties as are set forth in ARTICLE VI. The manner of election and term of office of the Trustees are further described in Article of this Constitution.

**Sec. 4.3 Officers.** The Association shall have officers as provided in Article who shall attend to the day to day business of the Association under the supervision of the Board of Trustees. Individual officers shall have such duties and authorities as are set forth in ARTICLE V. The manner of election and term of office of the Officers are further described in ARTICLE VII of this Constitution.

**ARTICLE V**  
**OFFICERS**

**Sec. 5.1 In General.** The officers of this Association shall consist of a President, Vice President, Secretary, Treasurer and Assistant Treasurer. In order that the Board of Trustees may be kept advised at all times to the Association's affairs, each such Officer shall be a member of the Board of Trustees and shall be entitled to a voice and vote at any meeting of the Board of Trustees, except on any issue where there is a conflict of interest.

**Sec. 5.2 President.**

**(a) Administrative Duties.** The President shall:

- (1) Preside at all meetings of the Association;
- (2) See to it that all meetings are properly called by the Secretary;
- (3) Open and conduct such meetings and see to the execution of all resolutions;
- (4) Sign all orders and enforce the Constitution and decisions of the Board of Trustees;
- (5) Perform such other duties as may be authorized by the Association; and

- (6) Appoint the tellers at each election of officers, neither of which teller shall be an officer or candidate for office.

**(b) Assisting Families of Deceased Members.** The President of the Association shall contact the named beneficiary under the Death Benefit Plan as soon as possible on being notified of the death of a Member and advise said beneficiary of the benefits and services available.

**Sec. 5.3 Vice President.** The Vice President shall preside at all meetings when the President is not present and also when business pertaining to the individual who is President is before the Association. In the absence of the President or the President's inability for any reason to act, the Vice President is authorized and empowered to perform the President's duties. The Vice President shall also do all necessary to assist and aid the President and make the President's administration easier.

**Sec. 5.4 Secretary.**

**(a) Administrative Duties.** The Secretary shall:

- (1) Take and keep the minutes of all meetings of the Association, keep an accurate register and roll of all Members, read all communications, reports, bills, etc. to the Association, and conduct all correspondence;
- (2) Certify the accuracy of the minutes of all meetings of the Board of Trustees and the Members of the Association including, without limitation, the names of individuals elected to the Board of Trustees and as officers of the Association;
- (3) Carefully preserve all books, records, papers and other articles and also keep a record of all property of the Association entrusted to the Secretary;
- (4) Issue the call to all meetings of the Association and perform such other and further duties as may be authorized by the Association;
- (5) If unable to attend any meeting, cause the necessary books, records and papers to be conveyed thereto; otherwise, the Secretary shall not lend any books, records, papers or documents belonging to the Association to any person without express permission from the Board of Trustees.

**(b) Furnishing Supplies.** The Secretary shall furnish and provide at the expense of the Association all books, records, papers, stationery, etc. that may be required by the various officers in the performance of their respective duties.

**(c) Return of Books and Records.** When the Secretary's term of office expires, the Secretary shall turn over to the succeeding Secretary all books, papers, records, documents, etc. and all property of the Association in the Secretary's custody.

**Sec. 5.5 Treasurer.**

**(a) Administrative Duties.** The Treasurer shall:

- (1) Receive and collect all monies and dues paid by Members of the Association and give receipts therefor;
- (2) Collect and hold all monies for the Association and keep an accurate record and account thereof and deposit the same in such depository or depositories as the Board of Trustees may from time to time designate and authorize;
- (3) Keep a true and accurate record and account of the standing of each member;
- (4) Pay all debts, bills and claims against the Association upon proper authorization thereof;
- (5) Present the books and record of the Association for inspection or audit at any time upon request of the Board of Trustees;
- (6) Report monthly to the Association the receipts and disbursements and render a report annually at the regular January meeting after the accounts have been properly audited; and
- (7) Perform such other and further duties as may be authorized by the Association or the Board of Trustees.

**(b) Return of Books and Records.** When the Treasurer's term of office expires, the Treasurer shall turn over to the succeeding Treasurer all monies, books, papers, records and property of the Association in the Treasurer's custody and control.

**Sec. 5.6 Assistant Treasurer.** It shall be the duty of the Assistant Treasurer to assist the Treasurer and to perform the duties of the Treasurer in the Treasurer's absence and to fill any other duty as prescribed by the Board of Trustees. The Assistant Treasurer shall operate the special loan fund under the supervision of the Treasurer.

**Sec. 5.7 Reports by Officers; Return of Records etc.** All officers shall make reports annually at the regular meeting in January of each year. All books, papers, records, stationery, etc. belonging to the Association shall be turned over by them to their successors when their terms of office expire.

**Sec. 5.8 Salaries of Officers.** The Board of Trustees shall determine the salaries of officers from time to time, taking into account the nature of each officer's duties and the time required for the performance of such duties, and shall approve such salaries by resolution at a meeting of the Board. Any changes in salaries shall be listed in the

minutes of the Board and shall be published to the Members as soon as reasonably practicable after the salaries are approved by the Board.

## **ARTICLE VI** **BOARD OF TRUSTEES**

### **Sec. 6.1 Authority of the Board of Trustees.**

- (a) **In General.** The administration of and the supervision of the affairs of the Association is vested in the Board of Trustees subject to matters specifically reserved to the Members under this Constitution.
- (b) **Action by Board.** Any action taken by the Board of Trustees shall be taken by resolution approved by the majority of Board members present at a meeting duly held at a time and place provided for in this Constitution at which a quorum of Board members is present. All such resolutions shall be recorded by the Secretary or, if the Secretary is not present at the meeting, by a member of the Board of Trustees designated by the highest ranking officer of the Association present at the meeting.
- (c) **Deemed Ratification by Members.** Each Member of the Association, by continuing his or her membership, agrees that action taken by the Board of Trustees in accordance with this Section of this Constitution and within the scope of authority of the Board of Trustees shall be deemed to be action taken by the entire Association. Accordingly, each such Member agrees that he or she shall be deemed to have approved and ratified such action. Notwithstanding the foregoing, no Member shall be deemed to have approved any action taken by the Board of Trustees that creates a debt or other obligation of the Association or any Member unless such action by the Trustees is specifically authorized in this Constitution

### **Sec. 6.2 Duties of the Board of Trustees.** The Board of Trustees shall:

- (1) Supervise the business of the Association and regulate the conduct and enforce the rules and policies of the Association;
- (2) Adopt and amend from time to time such resolutions, by-laws, rules and policies which are consistent with this Constitution and are believed by the Board of Trustees to be helpful in the management of the Association;
- (3) Oversee the operation of the Association's Death Benefit Plan and perform such duties or delegate such duties to others as may be necessary or useful in the operation of such Plan and are consistent with the governing documents of such Plan;

- (4) Oversee the operation of the Association's Special Loan Fund and perform such duties or delegate such duties to others as may be necessary or useful in the operation of such Fund;
- (5) Fix the amount of dues to be charged Members and the amount of application fee to be charged individuals seeking membership in the Association;
- (6) Appoint an auditor who shall audit all accounts and examine the books, financial records and vouchers of the Association and the officers thereof, and shall prepare a statement of the receipts and disbursements and debts due to or from the Association and report the same to the Board of Trustees at least once every year in the month of January;
- (7) When any officer of this Association is about to relinquish or complete a term of office, have said officer's books, records and accounts properly audited before the same are turned over and surrendered to said officer's successor;
- (8) Render a report of its activities at the regular meetings of Members of the Association; and
- (9) Determine and fix the salaries of officers and perform such other duties as are set forth in the Constitution or as may be directed by the Members of the Association.

**Sec. 6.3 By-Laws.** The Board of Trustees may from time to time enact and amend by-laws governing any aspect of the Association provided such by-laws do not conflict with this Constitution. By-laws shall be in writing, approved by a majority of the Trustees at a meeting for which notice was given to each trustee that by-laws would be voted on at the meeting, and notice of any by-laws approved by the Trustees shall be given as soon as practicable to the Members.

## **ARTICLE VII** **ELECTION OF OFFICERS AND TRUSTEES**

**Sec. 7.1 Appointment of Nominating Committee.** For the election of officers and members of the Board of Trustees, a Nominating Committee shall be appointed by the President and with the advice of the Board of Trustees at the September meeting.

**Sec. 7.2 Nomination of Candidates.** It shall be the duty of the Nominating Committee immediately after its appointment to prepare a list of candidates for the various offices to be filled at the regular meeting of the Association in December of each year, said list of candidates to be presented by said Committee to the Members of the Association at the regular meeting in November of each year. The nomination from the floor of additional candidates for any office shall be permitted at the regular meeting in

November. Each candidate for officer shall be a Member of the Association in good standing, active or retired.

**Sec. 7.3 Acceptance of Nominations.** Nominees shall accept or decline in writing within five days after proper notification by the Secretary.

**Sec. 7.4 Election of Officers, Term of Office.**

(a) **In General.** Officers shall be elected by a vote of Members during the regular December meeting. Officers shall be elected for staggered three year terms, as set forth in this Section:

- (1) The President and Secretary shall be elected at the December 1999 meeting and at the meetings held every third December thereafter (e.g., 2002, 2005).
- (2) The Vice President and Assistant Treasurer shall be elected at the December 2000 meeting and at the meetings held every third December thereafter (e.g., 2003, 2006).
- (3) The Treasurer shall be elected at the December 2001 meeting and at the meetings held every third December thereafter (e.g., 2004, 2007).

(b) **Automatic Election to Board of Trustees.** The election of a Member of the Association as an Officer shall automatically result in such Member being elected to the Board of Trustees for the same term.

(c) **Treasurer and Assistant Treasurer.** All candidates for Treasurer and Assistant Treasurer shall be screened by the Board of Trustees. The Board of Trustees selection of candidates for these offices is final. Election of the Treasurer and Assistant Treasurer, respectively, shall be held as provided in Section 7.4(a).

(d) **Term of Newly-elected Officers.** Installations of the newly-elected officers shall take place at the regular meeting in January following their election, at which time their respective terms of office shall begin; they shall enter upon their duties immediately and shall hold office until their successors are duly elected and installed.

**Sec. 7.5 Election of Trustees; Term of Office.** Members of the Board of Trustees (other than the five officer-trustees who are elected in accordance with Section 7.4) shall be elected by a vote of Members during the regular December meeting. Trustees shall be elected for staggered three year terms, as set forth in this Section:

- (1) The Chiefs' Representative and Lieutenants' Representative shall be elected at the December 2005 meeting and at the meetings held every third December thereafter (e.g., 2008, 2011).

- (2) The Captains' Representative and two Firefighters' Representatives shall be elected at the December 2006 meeting and at the meetings held every third December thereafter (e.g., 2009, 2012).
- (3) Two Firefighters' Representatives and three Retirees' Representatives shall be elected at the December 2007 meeting and at the meetings held every third December thereafter (e.g., 2010, 2013).

**Sec. 7.6 Resignation of Trustees and Officers.** Resignation of any officer, member of the Board of Trustees or member of the Association, must be in writing and may be acted upon at the regular meeting at which it is presented.

**Sec. 7.7 Removal or Suspension.**

- (a) Any Trustee, except the President, Vice President, Secretary, Treasurer or Assistant Treasurer, may be removed for cause by a vote of the Trustees at a meeting of the Board of Trustees at which a quorum of Trustees is present provided that the Trustee who is to be removed is given written notice of the pending vote and the reason for said removal at least ten (10) days in advance of the meeting at which the vote is taken.
- (b) The authority of the President, Vice President, Secretary, Treasurer or Assistant Treasurer, may be suspended for cause by a vote of the Trustees at a meeting of the Board of Trustees at which a quorum of Trustees is present provided that the officer whose authority is to be suspended is given written notice of the pending vote and the reason for said removal at least ten (10) days in advance of the meeting at which the vote is taken. In the event that an officer's authority is suspended in accordance with this section, the Members shall vote on the removal of the officer at the next meeting of Members.
- (c) "Cause" for purposes of this Section shall mean conduct detrimental to the interests of the Association, lack of sympathy with the Association's objectives and purposes; refusal to render reasonable assistance in carrying out the Association's purposes, or failure to attend three (3) consecutive meetings of the Board of Trustees during the Trustee's or officer's elected term without reasonable excuse therefore.

**Sec. 7.8 Replacement of Trustees and Officers.**

- (a) **Trustees.** A vacancy in the membership of the Board of Trustees other than a trustee who is also an officer shall be filled by appointment by the Board of Trustees for the unexpired term.
- (b) **Officers.** In the event of death, resignation or suspension of authority (in accordance with Section 7.7(b)) of any paid officer of the Association, the President or Vice President shall immediately call a special meeting of the Board

of Trustees at which the sole business shall be to nominate candidates for the vacant office and a special election by the Members thereafter held.

**Sec. 7.9 Election Process.**

- (a) **Ballots.** Elections shall be by means of secret ballots. Incumbents shall be placed first on ballot. Nominees shall be placed on ballot in the order that they are nominated. There shall be no write-in candidates. Ballots shall be presented to the Members of the Association at such place or places, and at such times, as may be designated by the Board of Trustees. Ballots shall be collected and counted in such manner as shall be determined by the President and shall ensure the fairness and confidentiality of the election process. Members in good standing, active or retired, may vote.
- (b) **Tellers.** The President shall appoint one or more individuals, who shall not be candidates for election as officers or trustees, to act as tellers for each election.

**ARTICLE VIII**  
**MEMBERS**

**Sec. 8.1 Classes of Membership.** There shall be two classes of membership to be known as follows:

- 1. Active Membership.
- 2. Retired Membership.

**Sec. 8.2 Active Members.** Uniformed firefighters who are Members in good standing of the Fire Department and are Members in this Association shall be known and referred to as Active Members.

**Sec. 8.3 Retired Members.** Members whose employment with the Fire Department has terminated by reason of retirement on account of age or disability, who served the Fire Department for at least 10 years and who continue to be Members in good standing in this Association shall be known and referred to as Retired Members.

**Sec. 8.4 Admission of New Members.** Any person appointed as a regular uniformed firefighter in the Fire Department shall, upon being assigned to duty by the Fire Chief, be notified by the President of the existence of this Association. Then, upon application for membership, payment of the current application fee and approval of the Board of Trustees, said firefighter shall be declared a Member. If the candidate for Membership does not apply for membership and sign the Membership Agreement within one (1) year after receiving the aforesaid notification by an officer of this Association the candidate shall be ineligible for active Membership thereafter and shall receive a written notice from the Association to that effect.

**Sec. 8.5 Interruption for Military Service.** Any Member in good standing in this Association who enters the Military Service of the United States Government shall have dues waived during their first term of service. Any Member, who, while in the Military Service, suffers any Service-related injury or disability which precludes returning to active service in the Fire Department may retain their Membership by paying dues applicable to Members who are retired on disability. Said Member shall be considered retired and the 10 years of service requirement (or any other period of service requirement) shall be waived. In the event that a Member shall die while in Military Service, a Death Benefit shall be paid to the extent provided in the Death Benefit Plan. Except as may otherwise be provided by law, any Member who voluntarily continues in Military Service after the completion of their first term of service shall forfeit membership and all benefits thereof unless otherwise eligible for Retired Member status.

**Sec. 8.6 Readmission of Former Member.** Any Member whose employment with the Rochester Fire Department terminates for any cause other than being found guilty of a felony and who has not retained Membership in this Association may be reinstated within one year from the date of termination; provided the Member has been restored as a full time uniformed firefighter in the Rochester Fire Department. Such Member may, upon written application to the President, be reinstated only upon payment of all dues from the month Membership ceased to the date of reinstatement, and upon the approval of the Board of Trustees.

**Sec. 8.7 Expulsion for Dishonorable Conduct.** The Association shall have the power at all times to expel any Member for violation of the Constitution or for any dishonorable conduct. A majority vote of the Board of Trustees cast by ballot shall be necessary for such expulsion. The accused Member shall be entitled to, and shall receive a copy of such charges as may be preferred at least thirty (30) days in advance of any meeting to be held for consideration of same. All said charges shall be certified to in writing by at least ten (10) Members in good standing in the Association. The accused Member shall have the right to a hearing before a quorum of the Board of Trustees, held at a reasonable time and place, at which the Member shall be advised of all evidence in support of the charges against him and shall be given an opportunity to defend himself against the charges. An accused Member who fails to attend such a hearing after receiving written notice of it shall be deemed to have waived his right to a hearing.

**Sec. 8.8 Privileges of Members.** All Members are entitled to a full share in the fellowship and benefits of this Association, except as otherwise restricted in this Constitution, and to the services of its officials, as well as to the sympathy and support of its Members.

## **ARTICLE IX** **DUES**

**Sec. 9.1 Active and Retired Members under 25 Years.** Each Active Member and each Retired Member having a Membership of less than twenty-five (25) years shall

have dues of Five Dollars (\$5.00) per month paid to the Treasurer by payroll deduction from such Member's first paycheck in each calendar month. Retired Members shall pay dues directly to the Treasurer.

**Sec. 9.2 Active and Retired Members over 25 Years.** Each Active Member and each Retired Member having a Membership of twenty-five (25) years or more shall pay dues of Two Dollar (\$2.00) per month to the Treasurer by payroll deduction from such Member's first paycheck in each calendar month. If the Member's 25th anniversary of Membership shall occur prior to June 30th of any calendar year, the Member shall have the benefit of reduced dues pursuant to this Section 9.2 as of July 1st in that year, otherwise such benefits shall commence on January 1st in the following year. Retired Members shall pay dues directly to the Treasurer.

**Sec. 9.3 Nonpayment of Dues; Readmission.** Any Member of this Association, whose dues shall, for any cause whatsoever, are in arrears one (1) year or more shall be suspended from all benefits of the Association. Thereafter, the Board of Trustees may, in its discretion, which shall be exercised in a uniform and nondiscriminatory manner, terminate the Membership of such Member if the Board finds that (1) the Member has refused to pay all dues in arrears following a request by the Board that the Member do so, and (2) the Member's failure to pay such dues in arrears is deliberate and not the result of the Member's inability to do so or the Member's incapacity. The Board shall terminate the membership of such Member by sending the Member a written notice to that effect.

**Sec. 9.4 Board of Trustees May Change Dues.** The Board of Trustees of the Association is authorized to decrease or increase the dues paid by any class of Members provided that any increase in dues shall not be effective until at least 60 days after the increase is announced to the Members.

## **ARTICLE X** **MEETINGS**

### **Sec. 10.1 Meetings of Members of the Association.**

(a) Regular Meetings of Members. The first regular meeting of Members each year shall be the Annual Retirement Dinner, held during Fire Prevention Week, followed by regular meetings each month for the months of November, December, January, February, March, April and May. The Board of Trustees shall determine the precise date, time and place of each meeting and shall give notice of such date, time and place to the Members at least five (5) days in advance. All such meetings shall be held at reasonable times and places within the City of Rochester or, upon notice of at least ten (10) days to each Member, held outside the City of Rochester within the County of Monroe or an adjoining county.

(b) **Special Meetings of Members.**

- (1) **Persons Entitled to Call Special Meetings.** Special meetings may be called at any time by the President, and shall be called on the written request of twenty (20) members in good standing specifying the purpose of such a meeting.
  - (2) **Business to be transacted at Special Meeting.** No business can be transacted at a special meeting except such as stated in the call for said meeting.
  - (3) **Call for Special Meeting.** Any call for a special meeting must be upon notice of at least five (5) days to each Member.
- (c) **Quorum.** At any regular or special meeting other than for change of Constitution, twenty (20) Members in good standing shall constitute a quorum.
- (d) **Presiding Officer.** The President shall preside at meetings of Members or, in his absence, the Vice President shall preside. In the event of the absence or disability of both the President and Vice President at any meeting, a majority of the Members then present shall elect a member of the Board of Trustees then and there a temporary president for that meeting only.
- (e) **Action Taken at Meetings.** The action of the Members upon any matter or question shall be decided by a majority of the qualified voters voting thereon, a quorum being present, except as otherwise specifically provided for in this Constitution. All matters shall be voted upon by yeas and nays unless a ballot is required or called for.
- (f) **Notice of Meetings.** Notice of meetings may be given to Members by personal delivery, first class mail, inclusion in an Association publication, by posting at appropriate locations in the case of Active Members, or by such other means as the Board of Trustees determines to be reasonably effective in reaching the Members. Notice may be given of more than one meeting at a time, for example, by publication of a schedule of meetings.

**Sec. 10.2 Order of Business at Meetings.** The following order of business shall govern meetings of this Association:

1. Roll call and reading of minutes of last meeting.
2. Proposal of candidates.
3. Installation of officers, nominations and elections.
4. Deaths since previous meeting.
5. Communications and bills.
6. Reports of officers.
7. Reports of committees.
8. Unfinished business, ACTIVE members.
9. New business, ACTIVE members.

10. Unfinished business, RETIRED members.
11. New business, RETIRED members.
12. Good and welfare.
13. Adjournment.

This order of business may be changed by a vote of a majority of the Members present at the meeting.

### **Sec. 10.3 Participation in Meetings by Members.**

- (a) **Right to Participate.** Every Member in good standing in the Association may take an active part in the discussion at the meeting and shall be entitled to voice and vote thereat on all matters pertaining in any way to the funds or business of this Association as may be specified in the Constitution.
- (b) **Duty to Participate.** It is the duty of all Members to take an active part in all functions and undertakings of the Association to the end that the objects and purposes of this Association may be attained or realized as fully as possible.

### **Sec. 10.4 Meetings of the Board of Trustees.**

- (a) **Regular Meetings.** Regular meetings of the Board of Trustees shall be held each month beginning with the month of September and continuing through the month of May inclusive. The Board of Trustees shall determine the precise date, time and place of each meeting and shall give notice of such date, time and place to the Trustees at least five (5) days in advance. All such meetings shall be held at reasonable times and places within the City of Rochester or, upon notice of at least ten (10) days to each Trustee, held outside the City of Rochester within the County of Monroe or an adjoining county.
- (b) **Additional Meetings.** Additional meetings may be called at the request of the President of the Association.
- (c) **Quorum.** A majority of the members on the Board of Trustees shall constitute a quorum.
- (d) **Presiding Officer.** The President shall preside at meetings of Trustees or, in his absence, the Vice President shall preside. In the event of the absence or disability of both the President and the Vice President at any meeting, a majority of the Trustees then present shall elect then and there a temporary President for that meeting only.
- (e) **Notice of Meetings.** Notice of meetings may be given to Trustees by personal delivery, first class mail, inclusion in an Association publication, by posting at appropriate locations in the case of Trustees who are Active Members, or by such other means as the Board of Trustees determines to be reasonably

effective in reaching the Trustees. Notice may be given of more than one meeting at a time, for example, by publication of a schedule of meetings.

**Sec. 10.5 Attendance by Officers and Trustees.** Regular attendance at meetings is required of any Member who holds office or who is a member of the Board of Trustees. Any officer who shall fail to attend three consecutive meetings of the Association without satisfactory excuse therefore or, any member of the Board of Trustees who shall fail to attend three consecutive meetings of the Board without satisfactory excuse therefore shall thereupon automatically forfeit the office.

## **ARTICLE XI** **ASSISTANCE TO FAMILIES OF DECEASED MEMBERS**

**Sec. 11.1 Death Benefit Plan.** The Association shall maintain the Rochester Firefighters Benevolent Association Death Benefit Plan which shall constitute an “employee welfare benefit plan” within the meaning of the Employee Retirement Income Security Act of 1974 and shall provide for the payment of predetermined death benefits to the designated beneficiaries of persons who die while continuing as Members of the Association.

## **ARTICLE XII** **DEATH BENEFIT PLAN TRUST FUND**

**Sec. 12.1 Trust Fund to Pay Death Benefit; Contributions.** The Association has heretofore established the Rochester Firefighters Benevolent Association Trust Fund (the “Trust Fund”). The sole purpose of the Trust Fund is to provide death benefits to beneficiaries of Members of the Association pursuant to the Rochester Firefighters Benevolent Association Death Benefit Plan (the “Death Benefit Plan”). The Board of Trustees may transfer and assign to said Trust Fund such other part or parts of the funds or investments of the Association as its Board of Trustees may determine to be necessary for the fulfillment of the purpose of the Death Benefit Plan.

**Sec. 12.2 Authority of the Board of Trustees.** The Board of Trustees shall have full power and authority to execute a trust agreement with the trustee of the Trust Fund, to amend such agreement from time to time, to change the trustee, and to take such other action with respect to the Trust Fund as may be necessary or appropriate for the operation of the Death Benefit Plan and is consistent with the documents governing the Plan.

## **ARTICLE XIII** **SPECIAL LOAN FUND**

**Sec. 13.1 Establishment of Loan Fund.** The Association shall maintain the Rochester Firefighters’ Benevolent Association Special Loan Fund (the “Loan Fund”) in which may

be deposited any funds received by the Association other than profits from revenue producing shows that are intended to fund death benefits. The Loan Fund shall have no connection with the Rochester Firefighters' Benevolent Association Trust Fund.

**Sec. 13.2 Purpose of Loan Fund.** The purpose of the Loan Fund is to enable the Association to make loans to individual Members who are in good standing and who are [A] Active Members who have been Members for one (1) year or more, or [B] Retired Members who have been Members for twenty (20) years or more and who have not received any Prepaid Death Benefit under the Rochester Firefighters Benevolent Association Death Benefit Plan.

**Sec. 13.3 Administration of the Loan Fund.**

(a) **Persons Responsible for Loan Fund.** The Loan Fund shall be administered by the Treasurer and Assistant Treasurer, by a Loan Fund Committee consisting of at least three (3) other members of the Board of Trustees to be selected by the Board of Trustees, and by the Board of Trustees, as provided in this Article .

(b) **Review of Loan Applications.**

(1) **Treasurer/Assistant Treasurer.** The Treasurer or Assistant Treasurer shall act upon all loan applications submitted by Members entitled to borrow from the Loan Fund. The basis for permitting or denying a loan application shall be a written loan policy of the Association which shall be available to all Members for review and which shall be applied uniformly to all Members.

(2) **Loan Fund Committee.** If the Treasurer or Assistant Treasurer determines that a Member should not be granted a loan, said officer shall notify the Loan Fund Committee in writing of such denial. The Loan Fund Committee shall meet within seven (7) business days of such written notification for the purpose of reviewing such denial. If the Loan Fund Committee determines that, notwithstanding the denial by said officer, the Member should be granted a loan, the Loan Fund Committee shall immediately notify the said officer of its decision in writing.

(3) **Review by Board of Trustees.** If the Loan Fund Committee concurs with the Treasurer or Assistant Treasurer in the denial of a loan to a Member, the Committee shall notify such Member of its decision in writing, with a copy to the Treasurer or Assistant Treasurer, and shall at the same time, advise such Member of the right to appeal such Committee's decision to the full Board of Trustees, which shall have the power to grant the loan.

(c) **Authority of Board of Trustees.** Without meaning to limit the authority of the Board of Trustees provided elsewhere within this Constitution, the Board of Trustees shall be specifically authorized and responsible for:

- (1) Adopting any loan policies or rules that are consistent with the provisions of this Article and are deemed by the Board to be necessary or helpful in the administration of the Loan Fund;
  - (2) Adopting promissory notes and other documents necessary or helpful in the administration of the Loan Fund and determining all terms and provisions to be included in such note and other documents (provided that such terms and provisions shall not be inconsistent with this Article ); and
  - (3) Delegating to the Loan Fund Committee so much of the Board's responsibility under this Article (other than the Board's responsibility to review denials of loan applications) as the Board shall determine from time to time.
- (d) **Delinquent Borrowers.** Each month the Treasurer shall take such action as the Board of Trustees may from time to time determine against Members who have failed to timely make any payments due on any loan from the Loan Fund. The Treasurer shall monthly forward a list of all such Members to the Board of Trustees, as soon as practicable after the 20th day of each month.

#### **Sec. 13.4 Manner of Making Loans.**

- (a) **Documentation of Loans.** Loans made from the Loan Fund shall be evidenced by promissory notes and such additional documentation as the Board of Trustees shall determine from time to time.
- (b) **Terms and Conditions for Loans.** Loans made from the Loan Fund shall have the following terms and conditions in addition to such other terms and conditions as may be determined from time to time by the Board of Trustees:
  - (1) **Security.** Members to whom loans are granted shall assign and transfer their death benefits under the Rochester Firefighters Benevolent Association Death Benefit Plan to the Association until all such loans, including all interest accrued thereon are paid in full. If a Member should die leaving an unpaid principal balance on any loan from the Loan Fund, the unpaid balance together with the interest accrued thereon shall be deducted from the Death Benefit due the named beneficiary or the estate of the deceased.
  - (2) **Interest Rate.** The rate of interest on loans shall be determined by the Board of Trustees from time to time and shall be reasonably reflective of interest rates then effective with respect to comparable loans from other sources.
  - (3) **Borrowers Must Continue Membership.** Members must remain in good standing in the Association during the time they are indebted to the Loan Fund. When a Member becomes delinquent in the payment of monthly

dues or loan installments during this period, the Treasurer shall cause either or both to be collected as per the Promissory Note made at the time of the loan grant.

#### **ARTICLE XIV** **BANK ACCOUNTS**

**Sec. 14.1 Establishment of Bank Accounts.** The Association shall maintain one or more savings accounts and checking accounts in which shall be deposited all dues from Members and also any other funds of the Association that the Board of Trustees may deem necessary.

**Sec. 14.2 Payments from Bank Accounts.** There shall be paid and disbursed out of the Association bank accounts the following: loans to Members pursuant to ARTICLE XIII of the Constitution, salaries of officers, auditing expenses, insurance and bond premiums, expenses, insurance and bond premiums, expenses for stationery and supplies, expenses for Association activities and all other ordinary and necessary expenses connected with the administration of the Association. The Treasurer shall make any decision subject to the approval of the Board of Trustees decision as to whether it is proper to pay any proposed expense item from this account.

**Sec. 14.3 Authority to Sign Checks and Other Instruments.** No check, note, draft or demand of any kind of the Association shall be honored or paid by any bank or depository of funds of this Association unless the same is signed by any two paid officers of the Association. The Secretary shall ensure that any Bank in which Association funds are deposited has an up to date list of officers and sample signatures.

#### **ARTICLE XV** **AMENDMENT OF CONSTITUTION**

**Sec. 15.1 Amendment of Constitution.** This Constitution may be altered or amended by a majority of the votes cast by the Members in good standing of the entire Association. The Secretary shall send a copy of the proposed amendment to the Members together with information describing when and how the vote will be taken. The Board of Trustees shall designate at least three Members of the Association as tellers, to count votes. Votes shall be taken by written ballots which shall be hand delivered or mailed to the Members designated as tellers to count the votes. An amendment of this Constitution shall be adopted if affirmative votes are received from Members constituting a majority of the votes cast by Members in good standing within 90 days following the date on which the proposed amendment was sent to the Members. The Secretary shall advise the Members of the outcome of any vote of a proposed amendment.

**Sec. 15.2 Effective Date.** This amended and restated Constitution shall take effect on January 1, 2007 and shall supersede and take the place of the Constitution of the

“Rochester Firefighters’ Benevolent Association” which was in force prior to the adoption hereof.

**ARTICLE XVI**  
**MISCELLANEOUS**

**Sec. 16.1 Authority to Sign Receipts for Dues and Loan Payments.** No receipts for the payment of dues or loans or other monies shall be binding upon the Association except upon its official receipt duly signed by the Treasurer, Assistant Treasurer or designated assistants.

**Sec. 16.2 Association Intended to Remain Tax-Exempt.** The Association has heretofore received a determination from the United States Internal Revenue Service that the Association is a tax-exempt organization within the meaning of Section 501(c) of the Internal Revenue Code. It is intended that the Association remain a tax-exempt organization under Section 501(c) of the Internal Revenue Code and, accordingly, this Constitution shall be construed in a manner consistent with the Association’s tax-exempt status.

**Sec. 16.3 Separability.** If any provision of this Constitution is held to be unlawful or contrary to the Association’s status as a tax-exempt organization, such section shall be deemed to have been deleted and the remainder of this Constitution shall remain in full force and effect.

**Sec. 16.4 Applicable Law.** The Association is an unincorporated association. However, this Constitution shall be construed by analogy to the New York Not-for-Profit Corporation Law to the extent such law is not inconsistent with this Constitution.

**Sec. 16.5 Salaries of Officers.**

The Trustees are authorized to determine salaries for the President, Vice President, Treasurer, Assistant Treasurer and Secretary. Any increase or decrease in salary shall be approved by the Trustees in the form of a by-law adopted by the Trustees in accordance with Section 6.3 of this Constitution. Effective January 1, 2007, and continuing thereafter until changed as provided in the preceding sentence, the annual salary of each said officer shall be as follows:

President.....	\$5,000
Vice President.....	\$3,500
Treasurer.....	\$5,000
Assistant Treasurer.....	\$3,500
Secretary.....	\$3,500