



## **RESOLUTION SUPPORTING AMENDED AND RESTATED BYLAWS OF NORTH CAROLINA ASSOCIATION OF FIRE CHIEFS, INCORPORATED (A NONPROFIT CORPORATION)**

**WHEREAS**, the mission of the North Carolina Association of Fire Chiefs is to enhance the knowledge, skills, and abilities of the Fire Service through information, education, communication and action, which will best protect the firefighters and citizens of North Carolina; and,

**WHEREAS**, the North Carolina Association of Fire Chiefs is organized exclusively for charitable, educational, religious, or scientific purposes as approved by the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code; and,

**WHEREAS**, the North Carolina Association of Fire Chiefs was incorporated as a nonprofit, nonstock corporation under and by virtue of the laws of the State of North Carolina on August 22, 1960; and,

**WHEREAS**, the structure of nonprofits incorporated in North Carolina is described in the state's statute for nonprofit corporations; and,

**WHEREAS**, bylaws lay out the nonprofit's internal rules. They are not filed with the Secretary of State, and there are no requirements on what they contain, except that they must be consistent with the articles of incorporation; and,

**WHEREAS**, the goal is to have the bylaws which are consistent with how the North Carolina Association of Fire Chiefs is currently operating AND to make sure such operations are consistent with North Carolina law; and,

**WHEREAS**, a full text and summary of the Amended and Current By-Laws were posted to our website and member feedback was accepted from October 10, 2019 to November 30, 2019; and,

**WHEREAS**, the Board of Directors, of the North Carolina Association of Fire Chiefs, contracted with Attorney Adam M. Beaudoin to review the posted Amended and Current By-Laws; their review and legal guidance resulted in the approved final draft (hereinafter referred to as "Amended and Restated Bylaws"); and,

**WHEREAS**, we believe the Amended and Restated Bylaws better organizes the structure than full text and summary of the Amended and Current By-Laws recently posted to the members; and,

**WHEREAS**, we believe the Amended and Restated Bylaws effectively cross references the full text and summary of the Amended and Current By-Laws recently posted to the members; and,

**WHEREAS**, we believe the Amended and Restated Bylaws are consistent with the North Carolina Nonprofit Corporation Act; and,

**WHEREAS**, we believe the Amended and Restated Bylaws incorporates all the of the Board's proposed changes to be consistent with the changes which had already been shared with the membership; and,

**WHEREAS**, the Amended and Restated Bylaws will be properly advertised on or before December 20, 2019 so every member of the North Carolina Association of Fire Chiefs shall have at least thirty days clear notice of the proposed alterations, amendments, and/or revisions; and,

**WHEREAS**, the Amended and Restated Bylaws will be placed on the Agenda for the 2020 Mid-Winter Conference of January 30, 2020; and,

**WHEREAS**, the official vote will occur January 30, 2020, during the hours of 13:30-16:30, and in Ballroom Concord G (Concord Convention Center). The address is 5400 John Q. Hammons Dr NW, Concord, NC; and,

**WHEREAS**, the Board of Directors, of the North Carolina Association of Fire Chiefs, request member approval of these Amended and Restated Bylaws; and,

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors for the North Carolina Association of Fire Chiefs supports the above alterations, amendments, and/or revisions contained within the Amended and Restated Bylaws. The Board of Directors for the North Carolina Association of Fire Chiefs would like to thank you for allowing us to serve your association.

Adopted this 4<sup>th</sup> day of December 2019.

**Attest:**

**Chief Donnie Hall**, President

**Jake Whistant**, Executive Director