

ROGUE VALLEY FIRE PREVENTION COOPERATIVE

BY-LAWS

The rules contained herein shall govern the cooperative in all cases to which they are applicable, and in which they are not inconsistent with the special Rule of Order of this cooperative.

ARTICLE I OFFICERS

SECTION I: (President)

The president shall be responsible for chairing the regular meetings of the Rogue Valley Fire Prevention Cooperative. The president, or designee, may represent the cooperative when called upon to do so at any organization, club, society, or the general public. The president shall make committee appointments and assign an audit committee on an annual basis. The president shall also maintain the cooperative's Constitution, By-Laws, Mission and Goals.

SECTION II: (Vice-President)

The vice-president shall assume the duties of the president when the president is absent. The vice-president will service in the ex-officio capacity on all committees appointed by the president when deemed necessary. In this instance, the term "ex-officio" is defined for the purpose of advising only. The vice-president also coordinates, manages and accounts for all routine maintenance of the cooperative's fire safety trailer.

SECTION III: (Secretary)

The secretary shall assume the duties of president in the absence of the president and vice-president. In addition, the secretary shall record the business conducted at all regular meetings and shall publish and distribute all minutes, notices and announcements pertaining to the cooperative.

SECTION IV: (Treasurer)

The treasurer shall assume the duties of the president in the absence of the president, vice-president and secretary. The treasurer shall have the responsibility for all cooperative moneys, the handling of all billing, maintain membership records, and submit a written financial report at each regular meeting of the cooperative.

SECTION V: (Member At-Large)

The outgoing president shall assume the office of member at-large at the end of his or her term. In the event that the outgoing president is unable to fill this position, the seat will be opened to the membership for nomination and voting. The member at-large shall assume the duties of president in the absence of the president, vice-president, secretary and treasurer.

ARTICLE II

ELECTION OF OFFICERS

SECTION I:

The executive committee, up to the time of the election meeting, will accept nominations for executive officer positions. Any member in good standing may be eligible for an executive committee position. The executive committee will submit a slate of candidates for president, vice-president, secretary and treasurer at the election meeting.

SECTION II:

All executive officers shall be eligible for re-election.

SECTION III:

Officers shall be elected by secret ballot at the election meeting in December and shall serve for one (1) year or until a successor is elected.

SECTION IV:

In case of emergency vacancy of any executive committee office, except the president, the executive committee shall appoint a member to the position until the next regular election meeting. The vice-president shall fill a vacancy of the office of the president.

SECTION V:

Each organization that has a voting membership shall be entitled to only one (1) vote.

ARTICLE III REGULAR MEETINGS

SECTION I: (Business)

The president officially calls the meeting to order for the purpose of conducting the cooperative's business. In the president's absence, the progression of order for officiating business shall be the vice-president first, secretary second, treasurer third and member at-large last. When all of the persons holding these positions are absent, then no official business may be conducted.

SECTION II: (Order of Business)

The meetings of the Rogue Valley Fire Prevention Cooperative shall be conducted under the guidance of Roberts Rules of Order with the following agenda:

1. President calls the meeting to order
2. Acknowledgement of guests
3. Reading and/or approval of minutes as sent of previous meeting
4. Financial report
5. Committee reports
6. Unfinished (old) business
7. New business
8. Setting of time, place and date of next meeting
9. For the Good of the Order
10. Adjournment

SECTION III: (Quorum)

A quorum shall consist of five (5) voting members present at any regular meeting.

**ARTICLE IV
MINUTES**

SECTION I: (Publication of Minutes)

The secretary shall see that the minutes of each Rogue Valley Fire Prevention Cooperative meeting are distributed as follows:

1. Members
2. Rogue Valley Fire Chiefs Association

**ARTICLE V
ANNUAL DUES**

SECTION I: (Assessment of Dues)

All members of the cooperative, except for ex-officio members, shall be billed once yearly for membership dues in January. Assessments will be based on a rate of \$50.00 per \$100,000,000 of a member district's assessed valuation. Agencies or groups with no assessment, such as the Bureau of Land Management, the United States Forest Service and the Oregon Department of Forestry, shall pay the minimum assessment of \$50.00 per year. The maximum assessment for membership is \$350.00 per year. An agency, group or individual who can show just cause and with the approval of the membership body may request and be granted a hardship assessment of \$20.00.

SECTION II:

The treasurer, on order of the executive committee, shall conduct an annual audit of the cooperative's financial records. An audit committee composed of at least two (2) executive officers and one (1) regular member shall conduct the audit prior to the next regular meeting following the election meeting.

**ARTICLE VI
PREVENTION/EDUCATION RESOURCE LIBRARY**

SECTION I:

Be it known that in the event that the Rogue Valley Fire Prevention Cooperative should dissolve all resource materials possessed by the cooperative shall become the property of the Rogue Valley Fire Chiefs Association, a nonprofit organization, and shall be subject to the direction of its executive board.

ARTICLE VII EXEMPTION STATEMENT

SECTION I: (Purpose)

The Rogue Valley Fire Prevention Cooperative is organized exclusively for charitable, 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 the corresponding section of any future federal tax code.

SECTION II: (Use of Funds)

No part of the net earnings of the cooperative shall inure to the benefit of, or be distributable to its members, trustees, officers or other private person, except that the cooperative shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the cooperative shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the cooperative 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 this document, the cooperative shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contribution to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION III: (Dissolution)

Upon the dissolution of the cooperative, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the 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 the Court of Common Pleas of the county in which the principle office of the cooperative is then located, exclusively for such purposes of to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII CONFLICT OF INTEREST POLICY

SECTION I: (Purpose)

The purpose of the conflict of interest policy is to protect the interest of the Rogue Valley Fire Prevention Cooperative, a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the cooperative, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION II: (Definitions)

1. Interested Person: Any officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a) An ownership or investment interest in any entity with which the cooperative has a transaction or arrangement,
 - b) A compensation arrangement with the cooperative or with any entity or individual with which the cooperative has a transaction or arrangement, or
 - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the cooperative is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A conflict of interest exists only if the cooperative's officers or appointed committee decides that a conflict of interest exists.

SECTION III: (Procedures)

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the cooperative's officers and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the cooperative's officers or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining officers or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
 - a. An interested person may make a presentation at a regular cooperative meeting or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The president of the cooperative, or his or her designated appointee, or an appointed committee, shall investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the cooperative's officers shall determine whether the cooperative can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the cooperative's officers shall determine by a majority vote of the

disinterested members of the cooperative whether the transaction or arrangement is in the cooperative's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy
 - a. If the cooperative's officers or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the cooperative's officers or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION IV: (Records of Proceedings)

The minutes of the cooperative's officers and all committees with board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the officers' or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION V: (Compensation)

- a. A voting member of the cooperative who receives compensation, directly or indirectly, from the cooperative for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the cooperative for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the cooperative's officers or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the cooperative, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION VI: (Annual Statements)

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,

- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the cooperative is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION VII: (Periodic Reviews)

To ensure the cooperative operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the cooperative's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION VIII: (Use of Outside Experts)

When conducting the periodic reviews as provided for in Section VII, the cooperative may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.