CONSTITUTION
OF THE
SFPE EDUCATION AND SCIENTIFIC FOUNDATION

ARTICLE I
Name and Location

The name of this organization shall be the SFPE Educational and Scientific Foundation (hereinafter referred to as the ‘Foundation’). The principal office of the Foundation shall be at 7315 Wisconsin Avenue, Suite 620E, Bethesda, MD 20814 USA. Other offices may be located within or without Maryland as the Governors determine to be necessary or convenient to carry on the activities of the Foundation.

ARTICLE II
Purpose

The Foundation has been organized and shall be operated solely to receive and accept property, whether real, personal, or mixed by way of gift, bequest or devise from any person, firm, trust or corporation to be held, administered and disposed of to carry out the purposes of the Society of Fire Protection Engineers (hereinafter referred to as ‘SFPE’). This may include, but is not limited to, financial aid to qualified individuals, institutions or programs and the support of scientific research in the public interest relating to fire.

The Foundation 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the Foundation’s net assets or earnings shall inure to or be distributable to the benefit of its Governors, or other private persons not engaged in Foundation-sponsored activities nor to any Director, employee, —or other persons
associated with SFPE except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth. No substantial part of the activities of the Foundation shall be to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Foundation, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all the assets exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue Law), as the Board of Governors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
ARTICLE III

Board of Governors

Powers. There shall be a Board of Governors who shall have the management and control of the Foundation except as otherwise provided and subject to limitations imposed by law.

Election. The Board of Governors of the Foundation shall be not less than six nor more than nine in number. At any time when there are less than six Governors in office, then one or more additional Governors, as required to reach said minimum number, shall be elected by the Society’s Board of Directors for a three year term; and at any time when there are less than nine Governors of the Foundation in office then one of more additional Governors, within the limits imposed by said maximum number, may be so elected. The Governors of the Foundation shall be divided into three classes, as nearly equal in number as may be, with staggered terms of office for the said classes so that the term of one such class shall expire on April 30 of each year. There is no limit on the number of terms a Governor may serve.

Resignation. Any Governor may resign by delivering his written resignation to the corporation at its principal office or to the Chairman or Clerk. Such resignation shall become effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

ARTICLE IV

Officers

Enumeration and Election of Officers. The officers of the Foundation shall consist of a Chairman, Treasurer, Clerk, and such other officers, including one or more Vice Chairman and Assistant Treasurers, as the Governors may determine. “All Governors of the Foundation shall be elected by the Board of Directors of SFPE, a Massachusetts non-profit corporation having its principal place of business in Bethesda Maryland. All officers shall be elected annually by the Governors from their own number.
Qualification. Any two or more offices may be held by the same person, so far as permitted by law, other than Chairman and Treasurer. Any officer may be required by the Governors to give bond for the faithful performance of his duties to the Foundation in such amount and with such sureties as the Governors may determine.

Tenure. Except as otherwise provided by law, and this Constitution, all officers shall hold office for a one year term, beginning on May 1 of each year, terminating April 30 of the following year. There is no limit on the number of terms that an Officer may serve.

Resignation and Removal. Any officer may resign by delivering his written resignation to the Foundation at its principal office or to the Chairman or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

The Governors may remove any officer without cause by a vote of a majority of the Governors then in office. Vacancies so created shall be filled by the Governors, and successors so elected shall hold office for the unexpired term subject to the provisions of these By-Laws.

Delegation of Duties. In case of death, absence or inability to act of any officer of the Foundation, the Board of Governors may delegate all or any part of the powers of such officer to any other officer or to any Governor.

Chairman and Vice Chairman. The Chairman shall be the chief executive officer of the Foundation and shall, subject to the direction of the Governors, have general supervision and control of its affairs. Unless otherwise provided by the Governors or this Constitution, he shall preside, when present, at all meeting of Governors and of the Board of Governors.

The Vice Chairman shall have such powers and duties as may be assigned to him from time to time by the Board of Governors.

Treasurer. Subject to the directions and supervision of the Governors, the Treasurer shall have general charge of the financial affairs of the Foundation, and shall have the care and custody of all funds, securities and valuable documents of the Foundation, except as the Governors may otherwise provide. He shall keep or cause to be kept accurate books of account which shall at all times remain the property of the
Foundation. He shall perform all acts incident to the office of the Treasurer and shall perform such additional duties as the Governors or the President may designate.

Clerk. The Clerk shall keep a record of all proceedings of the Board of Governors. In the absence of the Clerk from any meeting of the Board of Governors, a Temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk.

Other Powers and Duties. Each officer shall, subject to this Constitution, have, in addition to the duties and powers specifically set forth in this Constitution, such duties and powers as the Governors may from time to time designate.

ARTICLE V

Meetings of the Foundation Board of Governors

Board of Governors Meetings. The Foundation shall hold an annual meeting. Special meetings may be held as determined necessary by the Chair, Vice Chair or a majority of the Governors.

Notice of Meetings. Notice of the time, place and method of Board of Governors Annual meetings shall be given in writing, 7 days prior to the meeting. Notice for special meetings shall be by a document means in a time frame determined appropriate for the purpose of the meeting and availability of a majority of the Governors.

Quorum. A majority of the Governors at any meeting shall constitute a quorum.

Voting. Each Governor shall have one vote.

ARTICLE VI

Committees

Committees. The Board of Governors may establish committees as shall appear desirable from time to time, with the membership, responsibilities and duration of such committees to be determined by the Board. All committees shall be subject to the control and supervision of the Board of Governors.
ARTICLE VII

Restricted Funds Policy

Purpose. This document establishes the SFPE Educational & Scientific Foundation’s (the Foundation) policy concerning “Restricted Funds Accounts.”

By Laws. This policy may be revised at any time by a majority vote of the Foundation’s Board of Governors (“the Board”).

Restricted Funds Account. A restricted funds account is an account established for a specific purpose within the Foundation’s mission of “advancing the practice and science of fire protection engineering.” A restricted funds account shall be established by majority vote of the Board.

An SFPE Chapter, individual, company or other interested party may sponsor a restricted funds account. Monies distributed from a restricted fund account established by an SFPE Chapter shall be distributed in accordance with instructions received from the authorized representative(s) of that Chapter. The authority and responsibility for disbursement, use and award of any monies from restricted funds accounts established by an individual, company or other interested party rests solely with the Board.

Prior to establishing a restricted funds account, the SFPE Chapter, individual, company or interested party shall submit a Charter to the Board for approval. The Charter shall establish the purpose, funding objectives and restrictions of the restricted funds account.

The Board shall be responsible for selecting and funding specific projects from restricted funds accounts established by an individual, company or other interested party. The selection process shall be by majority vote of the Board.
The SFPE Chapter shall have prime responsibility for selecting projects for funding from their restricted fund account with the understanding that, from time-to-time, the Board may recommend a project to a specific Chapter for funding by that Chapter because the proposed project is closely allied with the Chapter's purpose.

The Foundation shall be responsible for managing investments of restricted fund accounts. Restricted fund investment accounts shall be accounted for separately from the Foundation’s general investment accounts. Restricted funds accounts investments shall be charged a pro-rated share of the Foundation’s investment and administrative expenses.

The Foundation shall be responsible for reporting restricted fund investment results to the appropriate fund sponsor as well as for complying with various tax and legal regulations and reporting such the law may require.

**Article VIII**

**Student Grant / Student Achievement Award**

**Student Grant Committee.** The Board of Governors may appoint a Scholarship Selection Committee composed of three of its Governors. The Committee shall evaluate student grant applications and provide recommendations to the Board of Governors.

**ARTICLE IX**

**Miscellaneous Provisions**

**Amendments.** This Constitution may be altered, amended or repealed at any time by vote of a majority of the Board of Governors at any meeting duly called for such purpose, provided that notice of the substance of the proposed amendment is stated in the notice of such meeting.
Bylaws. By-Laws may be established to guide the Board of Governors in governing the operations and activities of the Foundation. The By-Laws may be amended by majority vote of the Governors.

Rules of Order. Unless otherwise provided in this Constitution, Robert’s Rules of Order shall govern the transaction of business of all meetings.