

CONSTITUTION OF THE SFPE EDUCATION AND SCIENTIFIC FOUNDATION

ADOPTED March 30, 2016

AMENDED June 14, 2017

ARTICLE I

Name and Location

The name of this organization shall be the SFPE Educational and Scientific Foundation (hereinafter referred to as the 'Foundation'), a Massachusetts non-profit corporation having its principal place of business at 9711 Washingtonian Boulevard, Gaithersburg, MD 20878 USA. Other offices may be located within or without Maryland as the Governors determine to be necessary or convenient to achieve the Foundation's mission.

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 in achieving the missions of the Foundation and of the Society of Fire Protection Engineers (hereinafter referred to as 'SFPE'). This may include, but 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 but not limited to such purposes as 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 Code).

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 nor to any SFPE director or 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 Foundation 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 Foundation shall not engage in any other activities that are prohibited for (a) 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 Code) or (b) a corporation whose contributions 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 Code).

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 Foundation 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.

Size. The Board of Governors of the Foundation shall be not less than nine nor more than fifteen in number. At any time when there are less than nine Governors in office, then one or more additional Governors, as required to reach said minimum number, shall be nominated by the Board of Governors and appointed by the SFPE's Board of Directors; and at any time when there are less than fifteen Governors of the Foundation in office, one or more additional Governors, within the limits imposed by said maximum number, may be so nominated and appointed.

Terms. The Governors of the Foundation shall be divided into five classes, as nearly equal in number as possible with staggered terms of office for the said classes so that the term of only one such class shall expire on April 30 of each year

Terms of Service. Governors shall be nominated by the Board of Governors and appointed by the SFPE's Board of Directors for a three-year term and upon completion of their first three-year term shall be eligible to be appointed by the SFPE Board of Directors to a second three-year term if so nominated by the remaining Board of Governors. If a Governor is appointed to fulfill a partial term of a previous Governor who resigned prematurely for any reason, the incoming Governor shall be eligible to finish the previous Governor's term and be eligible to be nominated and appointed to two full three-year terms. Where necessary to ensure that the appointment of Governors is reasonably staggered, the SFPE Board of Directors shall be permitted to vary the number or length of terms, provided that no individual Governor serves more than eight years as a non-officer Governor.

Qualification. All Governors shall be members of the SFPE.

Resignation. Any Governor may resign by delivering their written resignation to the Foundation at its principal office or to the Chair or Clerk. Such resignation shall become effective upon receipt unless it is specified to be effective at some other time.

ARTICLE IV

Officers

Officers. All officers of the Foundation shall be nominated by the Board of Governors from their own number and shall be appointed by the Board of Directors of SFPE before assuming office.

Qualification. Any officer may be required by the Governors to attest to give faithful performance of their duties to the Foundation as the Governors may determine.

Terms and 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, and terminating April 30 of the following year. The Chair and the Treasurer may each serve a maximum of six consecutive one-year terms in their positions in addition to prior terms served as a Governor. A retired Chair shall not be eligible for appointment or re-appointment as an officer or a Governor. The Treasurer is eligible to be nominated and appointed Chair for a maximum of six consecutive one-year terms.

Resignation and Removal. Any officer may resign by delivering their written resignation to the Foundation at its principal office or to the Chair 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 Governor.

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

Treasurer. Subject to the directions and supervision of the Governors, the Treasurer shall oversee preparation of the annual budget for the Board of Directors' approval; assist in the preparation of financial reports to the Board of Directors; report on the Foundation's financial condition to the Board of Directors; and advise the Board of Directors with respect to financial matters. The Treasurer shall keep or cause to be kept accurate books of account which shall at all times remain the property of the Foundation. The Treasurer shall perform all acts incidental to the office of the Treasurer and shall perform such additional duties as the Governors or the Chair 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 recording secretary designated by the person presiding at the meeting shall perform the duties of the Clerk. The Clerk shall be a non-voting officer of the Foundation.

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

ARTICLE V

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.

Standing-Rules. Standing-Rules 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.