



Mission Statement:

The Virginia Professional Fire Fighters Charitable Foundation serves to support and assist Virginia professional fire fighters and their families during times of crisis, as well as memorialize, recognize, and train its members.

Disbursement Policy:

ELIGIBILITY: The applicant must be a current VPFF member at the time of the disaster/significant event.

The applicant's request must be endorsed by the President of their Local.

If the request is being made on behalf of a member's surviving family, it shall come from the President of the member's Local.

If two VPFF members reside in the same home, or are of immediate relation, only one disbursement will be made per disaster/event to their family.

PROCESS: The applicant shall submit a letter to the VPFFCF Chairperson or the VPFF President detailing the nature of their request. The Chairperson and President will examine the request against the Foundation's purpose and powers set forth in its Articles of Incorporation. The applicant will be notified of the outcome of their request by the VPFFCF Chairperson. The VPFF Secretary/Treasurer will issue a check to the member if their request is approved.

AMOUNT: The maximum amount to be granted to a member is \$500 per occurrence.

ARTICLES OF INCORPORATION
OF
VIRGINIA PROFESSIONAL FIRE FIGHTERS
CHARITABLE FOUNDATION

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is **Virginia Professional Fire Fighters Charitable Foundation.**

ARTICLE II

Purpose and Powers

(A)The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to individual members of the Virginia Professional Fire Fighters and organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation is organized and at all times shall be operated exclusively for the benefit of, to perform the charitable functions of, and/or to carry out the charitable purposes of the Virginia Professional Fire Fighters (hereinafter the "Publicly Supported Organization") so long as the Publicly Supported Organization is exempt from federal taxation under section 501(a) of the Internal Revenue Code and is described in Section 501(c)(3), (4), (5) or (6) of the Internal Revenue Code and would qualify under section 590(a)(1) or (2) of the Internal Revenue Code, if it were described in section 501(c)(3) of the Internal Revenue Code.

(B) In this connection, the Corporation shall be regarded as indirectly supporting the Virginia Professional Fire Fighters. Notwithstanding the foregoing, the Corporation may substitute an organization that is described in section 501(c)(3), (4), (5) or (6) of the Internal Revenue Code, and would qualify under section 590(a)(1) or (2) of the Internal Revenue Code, if it were described in section 501(c)(3) of the Internal Revenue Code for the Publicly Supported Organization, as long as each such organization for which such substitution is made has the same purpose or purposes as the Publicly Supported Organization where the Publicly Supported Organization has substantially abandoned operations or dissolved. The Corporation shall not engage in activities which are not in furtherance of the Corporation's purposes, as described in this Article, and is not empowered to operate, to support, or to benefit any organization or organizations other than Virginia Professional Fire Fighters or the Publicly Supported Organization(s) named by the Board of Directors pursuant to the provisions of the Articles of Incorporation of the Corporation.

(C) The Corporation may use its income and principal to carry on activities or programs, which specifically include the following:

(1) To erect a memorial, and to place placards in fire stations, in memory of all fire fighters who gave their lives in the line of duty in the Commonwealth of Virginia.

(2) To further, encourage and recognize outstanding achievements and contributions fire fighters have made in the Commonwealth of Virginia.

(3) To make distributions on behalf of fire fighters in the Commonwealth of Virginia to charities that qualify as exempt organizations pursuant to 501(c)(3) of the Internal Revenue Service Code and exempt from taxation under 501(a), including, but not limited to, Burn Funds and the Muscular Dystrophy Association.

(4) To pursue the charitable purpose of advancing and supporting the mental and physical health, safety, and welfare of fire fighters, first responders, emergency medical service providers and their families.

(5) To pursue the further charitable purposes of: providing humanitarian assistance to the surviving spouses and family members of fire fighters who are injured or killed in the line of duty; providing educational opportunities, in the form of grants, scholarships, and awards, for the spouses, children, and dependents of fire fighters who are injured or killed in the line of duty; supporting treatment and research to relieve suffering from the occupational diseases of fire fighters; and supporting law enforcement efforts related to crimes of arson.

(6) To otherwise engage in efforts to reduce the degree of suffering experienced by fire fighters, their families, and other families, and educate the general public, with regard to fires, firefighting, natural disasters, and disasters that may be caused by individuals.

(D) The Corporation may engage in fund raising activities for its supporting programs; and subject to the limitations set forth above, may receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations herein set forth, use and apply the whole or any part of the income there from and the principal thereof exclusively for the Corporations stated charitable purposes.

(E) The Corporation shall be supervised or controlled in connection with, or operated in connection with (within the meaning of section 590(a)(3)(B) of the Internal Revenue Code) the Publicly Supported Organization, and will not be controlled directly or indirectly, by one or more disqualified persons, other than the Publicly Supported Organization and the Corporation's managers, all within the meaning of sections 509(a)(3) and 4946 (as to the definition of disqualified persons) of the Internal Revenue Code.

(F) There shall be common supervision or control by the persons supervising or controlling both the Corporation and the Publicly Supported Organization to insure that the Corporation will be responsive to the needs and requirements of the Publicly Supported Organization; or the officers,

directors or trustees of the Publicly Supported Organization shall have significant voice in the Corporation's investment policies, use of income, making of grants, etc.

ARTICLE III

Board of Directors

(A) Number of Directors. The number of Directors constituting the Board of Directors shall not be more than thirteen (13) and not less than eight (8).

(B) Categories of Directors. The Directors shall be composed of the following categories of Directors: (i) Ex-Officio Directors – two (2) and (ii) Public Directors – not less than six (6) or more than eleven (11). Any change in the aggregate number of Directors or the number of Directors within a category shall be only by amendment to these Articles. The Directors, each of whom shall have one vote, shall be as follows:

(1) Ex-Officio Directors. The Ex-Officio Directors shall be:

(a) The President of the Virginia Professional Fire Fighters; and

(b) The Secretary / Treasurer of the Virginia Professional Fire Fighters.

(2) Public Directors. The Initial Public Directors are listed in Article IX of the Articles of Incorporation. The existing Board of Directors will consist of the current District Vice President from each district within the state.

(C) Quorum of Directors. No action may be taken at a meeting of the Board of Directors unless there is a quorum of Directors present at such meeting. Quorum shall be one-third (33.3%) of the Directors.

(D) Term of Public Directors. The terms of the Public Directors shall be two (2) years, or until his or her successor is appointed, or until his or her earlier resignation or removal. Public Directors may serve consecutive terms, without limit. The term of the initial Public Directors, the number being not more than eleven (11), nor less than six (6) shall be divided into two groups. Each group shall contain not more than eight (8) nor less than two (2) Directors. The term of the Directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment (being the 2008 annual meeting). The term of the Directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment (being the 2009 annual meeting). At each annual meeting of the Board of Directors held after the initial meeting of the Board, new Public Directors (or Public Directors eligible for re-election) shall be elected for a term of two (2) years to succeed those whose terms expire.

(E) Duties of Directors. The Board of Directors shall maintain the financial solubility of the fund, while making distributions under the Purposes and Powers. Their actions are in accordance with the Board of Director Policies and Guidelines.

ARTICLE IV

Members

(A) The Corporation shall have an Operational Policy Committee that serves to provide input to the Board of Directors regarding the development of policies and procedures. The Committee will act as the functioning body of The Corporation, carrying out fundraising activities, and executing direction given by the Board of Directors. The Committee shall provide advice and counsel to the Board of Directors regarding strategic planning, fundraising, and disbursement of funds.

(B) Number of Members. The number of Members constituting the Operational Policy Committee shall not be less than the number of Districts within the Virginia Professional Fire Fighters.

(C) Quorum of Members. No action may be taken at a meeting of the Operational Policy Committee unless there is a quorum of Members present at such meeting. Quorum shall be one-third (33.3%) of the Members.

(D) Term of Members. The terms of Members shall be two (2) years, or until his or her successor is appointed, or until his or her earlier resignation or removal, at which time their respective District Vice President shall appoint such Member to fill the vacancy. Members may serve consecutive terms, without limit.

ARTICLE V

Rights and Restrictions

(A) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code or (2) by Corporation contributions which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

ARTICLE VI

Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. 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 VII

Indemnification

(A) Limit on Liability. In every instance in which the Virginia Non-stock Corporation Act, as it exists on the date hereof or may hereinafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or the patrons, the directors and officers of this Corporation shall not be liable to this Corporation or its patrons.

(B) Mandatory Indemnification. This Corporation shall indemnify any individual who is, was, or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of this Corporation or by or on behalf of its patrons) because such individual is or was a director or officer of this Corporation, or of any other legal entity controlled by this Corporation, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, this Corporation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. This Corporation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this section B.

(C)Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than this Corporation, and indemnification under policies of insurance purchased and maintained by this Corporation or others. However, no person shall be entitled to indemnification by this Corporation to the extent he is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

(D)Amendments. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

ARTICLE VIII

Internal Revenue Code

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

[Amended January 2020]