

**AMENDED AND RESTATED BY-LAWS OF
FIREFIGHTERS OF AURORA BENEVOLENT FUND, INC.**
(A Colorado non-profit corporation)

ARTICLE I

Section 1.1 Name. The name of the corporation is FIREFIGHTERS OF AURORA BENEVOLENT FUND, INC., a Colorado non-profit corporation (referred to in these Bylaws as the “Corporation”).

Section 1.2 Offices. The principal office of the Corporation shall be at 12 Lakeside Lane, Suite #801 Denver CO, 80212. The Corporation shall maintain in the State of Colorado a registered office and a registered agent. The Board of Directors may adopt such principal office, registered office, and registered agent as it may consider to be in the best interests of the Corporation.

ARTICLE II

Purposes and Limitations

Section 2.1 Purposes. The purposes and objectives of the Corporation shall be:

(a) The Corporation is organized exclusively for charitable, and civic purposes, including, for such purposes, to: (i) provide assistance for the general health, welfare and benefit of the children, other dependents and the family of any Firefighter who is killed while on duty or Actively Employed as a Firefighter; (ii) provide financial assistance to any Firefighter and their Immediate Family(including their children, other dependents and Immediate Family members as stated in Section 4.4 of these bylaws) who is seriously injured or falls ill while on duty or Actively Employed as a Firefighter; (iii) assist Actively Employed Firefighters, Retired Firefighters and their families in times of financial hardship; (iv) provide scholarship grants to individuals who are the Immediate Family of Firefighters, including high school, college and graduate school students, to enable the recipients to (a) complete an undergraduate or graduate education in the field of their choice at the college or graduate school of their choice or (b) attend various educational programs related to vocational or other training; and (v) engage in any lawful business or activity in furtherance of such purposes. The Corporation may also make distributions to persons and organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and civic purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations,

if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation organized under the applicable provisions of the Colorado law for scientific, educational, charitable, civic and business league purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes. The Corporation may also pay the expenses for any member of the family of a Firefighter who has died in the line of duty to attend a memorial service at the National Fallen Firefighters Memorial.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, or officers, except that the Corporation 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 in these Articles of Incorporation. 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 publishing or distribution of statements) any 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) In carrying out its charitable purposes, the Corporation will not discriminate based on race, gender, religion, ethnicity, sexual orientation or any other basis prohibited by the Internal Revenue Code or other applicable local, state, or federal statute or regulation.

Section 2.2 Limitations on Actions. No part of the earnings of the Corporation shall inure to the benefit of its directors, trustees, officers, employees, agents, or other private persons except the Corporation is authorized to pay reasonable compensation for services rendered by such persons, except that directors/trustees shall not be compensated for services rendered as directors/trustees.

Section 2.3 Dissolution. The Corporation may only be dissolved by a two-thirds vote of all the Voting Members present at a Special Meeting called to consider such action together with the affirmative vote of not less than two-thirds of all the directors at a meeting of the Board of Directors called to consider such action. In the event of dissolution of the Corporation, whether voluntary or involuntary, no director/trustee, officer, employee, or agent shall be entitled to any distribution or division of the remaining property or proceeds. The balance of all money and property, after payment of all debts, shall be distributed exclusively for purposes set forth in Article II and within the requirements of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Election To Accept Colorado Nonprofit Corporation Act and Membership

Section 3.1 Election of Status. The Corporation, has elected to accept the provisions of Articles 121 to 137 of Title 7 of the Colorado Revised Statutes, known as the Colorado Revised Nonprofit Corporation Act, replacing Articles 20 to 29 of Title 7, Colorado Revised Statutes known as the Colorado Nonprofit Corporation Act, and shall continue to have no capital stock.

Section 3.2 Membership. The Corporation shall be a membership organization. Membership shall be limited to any active member of the Aurora Fire Rescue and its retirees and elected honorary members. A person may resign as a Member at any time. Membership shall automatically terminate upon a Firefighter's retirement, resignation, or other termination from duties as an active member of the Aurora Fire Rescue, unless said Member chooses to remain active in a retiree Member status.

Section 3.3 Retiree Member. A request for retiree membership shall be open to any retired Member desiring to retain their membership in a retired Voting Member status. A majority vote of the members at a regular scheduled meeting will be required for current members seeking active retired status or for retired members who desire to reactivate their membership in this Corporation. To maintain status as an active retired member, said member will need to maintain a regular financial contribution.

Section 3.4 Honorary Member. For meritorious service to the Corporation or for distinguished public service, persons may be elected as honorary members by a majority vote. Honorary members shall not have voting rights in matters requiring Member votes.

Section 3.5 Voting Members. Any active or retiree Member of the Corporation who makes a regular financial contribution to the Corporation shall be entitled to vote at any meeting or upon any issue about which the Members of the Corporation are required or entitled to vote.

ARTICLE IV

Definitions

Section 4.1 On duty or Actively Employed. For the purpose of this Corporation, any Member or Firefighter who is killed or seriously injured while performing any official act related to his/her employment as a Firefighter or while Actively Employed as Firefighter, shall be deemed to have been killed or seriously injured while on duty or Actively Employed. For the purposes of these Bylaws, "**Actively Employed**" means, at the time in questions, being employed as a Firefighter even though on vacation; on sick leave; on military leave; on paid leave of absence; on approved unpaid leave of absence; or on suspension with or without pay.

Section 4.2 "**Firefighter**" shall mean any sworn civil servant of the Aurora Fire Rescue or any other duly appointed Firefighter serving within the state of Colorado or the United States for a governmental fire department or rescue team or for a recognized volunteer fire department or rescue team.

Section 4.3 "**Member**" shall mean any person is who is Actively Employed as a Firefighter by or is a retiree of the City of Aurora Fire Rescue or is an honorary Member.

Section 4.4 "**Immediate Family**" shall mean a spouse or domestic partner of a Firefighter or a child of or child of a spouse or domestic partner of a Firefighter, or any parent, grand parent, or cousin of a Firefighter or their spouse or domestic partner, or any sibling natural, step or otherwise.

Section 4.5 "**Voting Member**" is a Member who also regularly contributes funds to the Corporation.

ARTICLE V

Board of Directors

Section 5.1 General Powers. The business and affairs of the Corporation shall be under the supervision and control of its Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. The Board of Directors may authorize the disbursement of funds to eligible recipients for the purposes as stated in Article II hereof.

Section 5.2 Number of Directors and Term. The Board of Directors shall consist of at least 3 and not more than 7 persons. Persons elected at all annual meetings following the adoption of these Bylaws shall be elected for a term of two years and may be re-elected. Persons elected as directors or trustees at any meeting other than an annual meeting shall be elected for a term which expires at the next annual meeting following such election.

Section 5.3 Composition of the Board. The Board of Directors shall consist of the following officer positions:

President
Vice President
Secretary/Treasurer

In addition to the three officer positions, up to four additional persons shall be members of the Board and they shall be referred to as a "Trustee" or as a "Director." Directors/Trustees must be at least twenty-one years old. The directors/trustees are expected to be individuals who support and encourage the purposes of the Corporation.

Section 5.4 Compensation. No director/trustee of the Corporation shall be compensated for his or her service as a member of the Board of Directors. However, any director/trustee may be reimbursed for expenses incurred on behalf of or in furtherance of the purposes of the Corporation. Nothing in this provision shall be construed to prevent a director from providing services to the Corporation in a capacity other than that of director.

Section 5.5 Resignation and Removal of Directors. Any member of the Board of Directors may, at any time, resign from membership of the Board of Directors by giving written notice of such resignation to the Corporation or any officer of the Corporation, to be effective at the time stated therein. Any director/trustee may be removed from the Board of Directors, with or without cause,

by a vote of 2/3 of the entire Board of Directors then entitled to vote. Any director/trustee who is not participating in the business and affairs of the Corporation and who is absent from three successive meetings of the Board may be removed as a director/trustee of the Corporation by a majority vote at any meeting of the Board of Directors.

Section 5.6 Vacancies. When a director/trustee position becomes vacant by reason of death, resignation, or removal of the incumbent, the executive board shall gather nominations and an election shall be held to elect a successor by majority vote of the Members no later than forty-five (45) days from the date the position was vacated. A director/trustee elected to fill a vacancy mid-term shall be elected for the un-expired term of such director's predecessor in office.

Section 5.7 Duties and Responsibilities. The Board of Directors shall be legally responsible for the conduct of the Corporation's business.

ARTICLE VI

Officers

Section 6.1 President. The President of the Corporation shall have general charge of the business and affairs of the Corporation and the funds administered by the Corporation, and, in general, shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board from time to time. The President shall serve as a non-Voting Member of the Board except to establish a quorum or to break a tie vote, in which event, he/she shall have full voting power.

Section 6.2 Vice President. In the absence of the President, for whatever reason, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions imposed upon the President. The Vice President shall also perform such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Directors.

Section 6.3 Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of the meetings of the Board of Directors and, in general, perform all duties incident to the office of Secretary, and shall perform such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Directors. The Secretary/Treasurer shall also have the charge and custody of, and be responsible for all funds and securities of the Corporation, and shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and further shall disburse any monies as may be authorized by the Board, and, in general, shall perform all the duties incident to the office held and such other duties as, from time to time, may be assigned by the President or by the

Board of Directors. A quarterly statement to the Members will be posted by the Secretary/Treasurer detailing general monies in and out for that quarter.

Section 6.4 Trustees. The Trustees serving on the Board of Directors shall attend meetings, have voting powers at the meetings, shall serve on committees, and shall otherwise perform all duties as deemed necessary by the President or the Board of Directors.

ARTICLE VII

Election of Directors and Officers

Section 7.1 Terms. The Board of Directors and Officers shall be elected at the Annual Meeting of the Corporation, except those vacancies that occur between Annual Meetings shall be filled as provided in Article V, Sec. 5.6, of these Bylaws. The elections for the positions of President and Trustee #2 and Trustee #4 shall be held in even years beginning in 2024 and the elections for Vice President, Secretary/Treasurer, Trustee #1, and Trustee #3 shall be held in odd years beginning in 2025. Terms for these positions shall start on January 1 following the date of the election.

Section 7.2 Method of Nomination and Election. Each Voting Member shall be given at least (15) days advance notice, in writing, electronic or otherwise of the date, time and place at which nominations shall be made, and at least (15) days advance notice, of the date, time, and place at which elections shall be held. Any Voting Member may nominate eligible Voting Members for office. Elections shall be by secret ballot; write-in voting shall not be permitted. If there is only one candidate for a given office, such candidate shall be declared elected. There shall be no voting by proxy. The candidate receiving the majority of the votes on the ballots cast shall be declared elected. If no candidate receives a majority of the votes on the ballots cast, there shall be a run-off election between the two candidates who received the most votes. If the final ballot of any director election result is a tie between the candidates, the winning candidate for the office shall be selected by the drawing of lots in the presence of both candidates.

ARTICLE VIII

Committees

Section 8.1 Committees. The President may authorize and appoint, subject to the approval of the Board such committees, both standing and ad hoc, as may from time to time be necessary or useful in the conduct of the Corporation's business. Any such committee shall be advisory only unless it is specifically delegated authority by resolution of the Board of Directors. The President may appoint, subject to the approval of the Board, any person whether a director/trustee, to any such committee, provided that for each committee at least one (1) director shall be appointed to every such committee and that each committee Chairman or vice Chairman shall be a director. Rules

governing procedures for meetings of any committee of the board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

ARTICLE IX

Meetings

Section 9.1 Annual Meeting of the Corporation. The Annual Meeting of the Corporation shall be held within the State of Colorado during the month of November of each year, for the purpose of electing directors/trustees and officers and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be a regular meeting of the Board of Directors for all purposes.

Section 9.2 Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held within the State of Colorado not less than bi-monthly during each calendar year at such time and at such place as the President may from time to time determine. Meetings may be held electronically.

Section 9.3 Special Board Meetings. Special meetings of the Board of Directors may be called by the President or by two or more of the directors/trustees then in office. Directors shall be notified of such special meetings by electronic mail or by telephone at least forty-eight (48) hours before the time of holding such meetings, and such notification shall include the date, time, place, and agenda of such meetings. Special meetings of the Board of Directors and of the Corporation may be called upon petition signed by any four of the active Voting Members of the Corporation from time to time.

Section 9.4 Quorum and Voting. A simple majority of the members of the Board of Directors then in office shall constitute a quorum for all meetings of the Board, and the vote of a majority of the directors/trustees present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. However, in the event one or more directors/trustees declare or are found to have a conflict of interest in any matter, the quorum for any vote on such matter shall be a majority of the directors who do not declare or are not found to have a conflict of interests; except that in no case shall a quorum be less than one-third (1/3) of the members of the Board of Directors then in office. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director/trustee may vote or act by proxy at any meeting of directors.

Section 9.5 General. All business meetings of the Corporation whether regular or special, shall be open to all members of the Corporation and to the public unless ordered closed to the public by

a vote of two-thirds (2/3) of the directors/trustees or committee members present and eligible to vote.

Section 9.6 Meetings by Telephone or Other Electronic Means. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 9.7 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors/trustees or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors/trustees or committee members.

ARTICLE X

Conflicts of Interest

Section 10.1 Abstention from Voting. No member of the Board of Directors shall vote or initiate discussions on a question in which he or she is interested otherwise than as a member except the election of an officer, and no committee member shall vote or initiate discussions on a question in which he or she is interested otherwise than as a Board member; he or she shall not be counted in determining the quorum for the vote on the question. The prohibition against initiation of discussion shall not preclude the individual from responding to specific questions put to him or her by Board or committee members during the discussion but shall preclude participation in the discussion in all other cases.

Section 10.2 Announcing Conflict. Whenever a Board or committee member believes that a matter to be voted upon would involve him or her in a conflict of interest, he or she shall announce the conflict of interest and shall abstain from voting or initiating discussion on such matter.

Section 10.3 Possible Conflict of Interests. Prior to consideration of any issue, should a member of the Board of Directors or committee member have cause to believe that voting on a given matter would involve a possible conflict of interest, that member shall announce that possibility; and the question shall be decided by the President unless challenged, and then by a majority vote of the members of the Board of Directors or committee members present, excluding the member of the Board of Directors or committee member announcing the possible conflict of interest and excluding any other members of the Board of Directors or committee members present who have already been disqualified from voting on the issue because of their own conflict of interest.

ARTICLE XI

Amendments

The Bylaws may be amended by a vote of two-thirds (2/3) of the Voting Members present at the Annual Meeting or a Special Meeting of the Members called for such purpose; or by vote of two-thirds (2/3) of all directors/trustees then in office at a regular or special meeting of the Board of Directors, provided that there shall be a quorum present at such meeting and further provided that written notice of all proposed changes shall be mailed to each director/trustee not less than ten (10) days before such meeting.

ARTICLE XII

Fiscal Affairs

Section 12.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 12.2 Investments. No funds shall be invested except as directed or approved by the Board of Directors.

ARTICLE XIII

Parliamentary Procedure

Parliamentary procedure for all meetings shall be in accordance with Roberts Rules of Order.

ARTICLE XIV

Indemnification

Section 14.1 Directors and Officers. The Corporation hereby declares that any person who serves as a director/trustee, officer or employee of the Corporation shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person reasonably believed to be in the best interests of the Corporation and, with respect to any

criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Except as provided in Section 14.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 14.2 No Indemnification for Misconduct. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 14.1 shall have been adjudged to be liable for misconduct or gross negligence in the performance of that person's duty to the Corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 14.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 14.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 14.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the Articles of Incorporation, any agreement, any other provision of these Bylaws, vote or the disinterested directors of otherwise, and any procedure provided for by and of the foregoing, both as to action in that person's official capacity and as to action in another capacity while holding such office.

Section 14.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director/trustee, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 14.6 Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may, subject to Section 14.8 below, purchase and maintain

insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against such person and incurred by such person in such person's capacity of or arising out of such person's status as an agent of the Corporation whether or not the Corporation would have the power to indemnify that person against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 14.7 Conditions of Indemnification. The Corporation shall have the right to impose, as conditions of any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation, (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writing and do everything necessary to assure such rights of subrogation to the Corporation.

Section 14.8 Limitation on Indemnification. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under Section 2941 of the Internal Revenue Code.

ARTICLE XV

Fund Raising

The primary source of revenue of this Corporation and its funds shall be donations. The Board of Directors is authorized to engage in fund raising activities compatible with the objectives of the Corporation and consistent with the professional reputation of the Aurora Fire Rescue and fire agencies in general.

The above and foregoing Amended, and Restated Bylaws were duly adopted by the Board of Directors on September 25th, 2022.



President- Patrick Martin



Trustee #1- Cody McGinnis



Vice-President- Emmalee Teribery



Trustee #2- John Surina



Secretary/Treasurer- Kyle Dulude



Trustee #3- Stephen Grove

Trustee #4

