STATE FIRE MARSHAL SAFETY AND TRAINING FORCE, INC.

d/b/a FLORIDA FIRE FOUNDATION

A direct-support organization of the Florida Division of State Fire Marshal, organized under section 633.1423, Florida Statutes

BY-LAWS

Amended and Restated **August 31, 2026** — originally Drafted November 2024

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Revision History

Date	Description	Approved By
November 2024	Original by-laws drafted by the Board of Directors	Board of Directors
August 2026	Amended and restated; added dissolution, conflict-of-interest, indemnification, and fiscal-accountability provisions; conformed board appointment process to s. 633.1423, F.S.	[Board of Directors]

BY-LAWS OF

STATE FIRE MARSHAL SAFETY AND TRAINING FORCE, INC.

d/b/a THE FLORIDA FIRE FOUNDATION

Established in 2024, the Florida Fire Foundation is a not-for-profit corporation organized under Chapter 617, Florida Statutes, and recognized as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. The Foundation was established as the "State Fire Marshal Safety and Training Force," the direct-support organization authorized by section 633.1423, Florida Statutes, for the Florida Division of State Fire Marshal (the "Division"), and exists for the sole purpose of helping provide support in the areas of training, education, safety, health, wellness, and recognition for Florida firefighters and fire service organizations.

ARTICLE I
NAME AND AUTHORITY

SECTION 1. NAME. The name of the corporation is State Fire Marshal Safety and Training Force, Inc., doing business as "The Florida Fire Foundation" (the "Corporation" or the "Foundation").

SECTION 2. STATUTORY AUTHORITY. The Corporation is organized as a direct-support organization of the Division under section 633.1423, Florida Statutes, and operates subject to that section, Chapter 617, Florida Statutes (Florida Not For Profit Corporation Act), the Corporation's Articles of Incorporation, and the operating contract between the Corporation and the Division described in Article XI.

SECTION 3. PRINCIPAL OFFICE. The principal office of the Corporation shall be at such location as the Board of Directors designates. The Corporation's registered agent and registered office for service of process shall be reflected in the Corporation's Articles of Incorporation on file with the Florida Department of State.

SECTION 4. NO MEMBERS. The Corporation shall have no members within the meaning of Chapter 617, Florida Statutes. All corporate powers shall be exercised by, or under the authority of, the Board of Directors. Nothing in this Article shall be construed to affect the eligibility of individuals and organizations to receive grants or other support under Article III.

ARTICLE II
PURPOSES

The purpose or purposes for which the Corporation is formed are as follows:

SECTION 1. CHARITABLE PURPOSE. To receive funds and property, to invest and reinvest the same, and to disburse and distribute the same as voluntary, gratuitous, and charitable gifts and contributions, including funds designated to provide support in the areas of training, education, safety, health, wellness, and recognition, for the benefit of the following classes of persons:

(a) Individuals or organizations that are deserving of recognition due to service demonstrated above and beyond the call of duty;

(b) Individuals or organizations that demonstrate a need for training or education in the areas of safety, health, or wellness; and

(c) Individuals or organizations that demonstrate a need for training or education in the area of firefighting, hazard mitigation, community risk reduction, or related matters.

The selection of recipients from the classes described above, and the amount and terms of any gift or contribution, shall rest in the absolute discretion of the Board of Directors, consistent with Article XI.

SECTION 2. STATUTORY POWERS. In furtherance of the foregoing purposes, the Corporation shall have and may exercise any, all, and every power that a not-for-profit corporation organized under section 633.1423, Florida Statutes, may be authorized to exercise, and no other power. The Corporation shall operate in accordance with sections 252.71(5)–(7), Florida Statutes, including by submitting budget reports and other documentation as required by statute, and by conducting audits pursuant to section 215.981, Florida Statutes.

SECTION 3. NO PRIVATE INUREMENT. No part of the net earnings, funds, or property of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private individual, except that the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes described in this Article II.

SECTION 4. NO SUBSTANTIAL LOBBYING OR POLITICAL ACTIVITY. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted under section 501(h) of the Internal Revenue Code and its regulations, and the Corporation shall not participate in, or intervene in (including by publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office. Consistent with section 633.1423(2)(d), Florida Statutes, no funds of the Corporation shall be used for lobbying as defined in section 11.045(1), Florida Statutes, or for advertising using the likeness or name of any elected official.

SECTION 5. DISSOLUTION REFERENCE. Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code. Upon dissolution, the Corporation's assets shall be distributed as provided in Article XIV.

ARTICLE III
ELIGIBLE RECIPIENTS, GRANTS, AND FUNDRAISING

SECTION 1. ELIGIBLE RECIPIENTS. Any individual or organization in the State of Florida who is a certified firefighter, or a recognized agency that provides fire services to a specified jurisdiction, or any individual or organization related to the fire service the Board deems eligible, is eligible to be considered for the support described in Article II.

SECTION 2. GRANT DETERMINATIONS. All determinations regarding the selection of recipients and the nature, amount, and terms of any grant, gift, or contribution shall be made by the Board of Directors, or a committee thereof acting under authority delegated pursuant to Article VII, and shall be documented in the Corporation's records.

SECTION 3. FUNDRAISING. The Board of Directors may authorize the Corporation to solicit and accept gifts, grants, bequests, and other contributions from any lawful source, consistent with the Corporation's tax-exempt purposes, section 633.1423, Florida Statutes, and any goals, mission, or conditions adopted by the Division under Article XI. The Corporation shall comply with Florida's charitable solicitation registration requirements under Chapter 496, Florida Statutes, to the extent applicable.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by the Board of Directors, which shall exercise all powers of the Corporation except as otherwise provided by law, the Articles of Incorporation, or these By-laws.

SECTION 2. NUMBER. The Board of Directors shall consist of not fewer than **FIVE (5)** members, the exact number to be fixed from time to time by resolution of the Board.

SECTION 3. APPOINTMENT. Consistent with section 633.1423(4), Florida Statutes, the State Fire Marshal, or the State Fire Marshal's designee, shall appoint the President of the Board of Directors. The President shall appoint the remaining Directors, subject to any additional requirements of the operating contract described in Article XI. Board members' terms shall be staggered so that the entire Board is not replaced in the same year.

SECTION 4. QUALIFICATIONS. Directors should reflect a range of experience relevant to the Corporation's purposes, which may include the fire service, fire safety and training, philanthropy, finance, or nonprofit governance. No person shall be disqualified from service as a Director solely by reason of also serving as a grant recipient's representative, provided that Article VIII (Conflict of Interest) is observed.

SECTION 5. TERM OF OFFICE. Each Director shall serve a term of two (2) years, or until a successor is appointed, and may be reappointed for successive terms without limitation unless the Board determines otherwise by resolution.

SECTION 6. RESIGNATION. A Director may resign at any time by delivering written or electronic notice to the President or Secretary. A resignation is effective when the notice is delivered unless a later effective date is specified.

SECTION 7. VACANCIES. A vacancy on the Board of Directors resulting from death, resignation, removal, incapacity, or an increase in the number of Directors shall be filled as soon as reasonably practicable in the same manner as the vacant position was originally filled under Section 3 of this Article, and the appointee shall serve the remainder of the unexpired term.

SECTION 8. REMOVAL. Any Director who fails to attend more than two (2) consecutive regular or special meetings of the Board without cause may be removed from the Board at the discretion of the remaining Directors, by a majority vote of the Directors then in office. A Director may also be removed for cause, including a material or repeated violation of Article VIII (Conflict of Interest), by a two-thirds (2/3) vote of the Directors then in office at a meeting called for that purpose.

SECTION 9. COMPENSATION. Directors shall serve without compensation for their service as Directors, but may be reimbursed for reasonable, documented expenses incurred in the performance of their duties, as approved by the Board. Nothing in this Section shall prohibit reasonable compensation to a Director for services rendered to the Corporation in a capacity other than as a Director, subject to Article VIII.

ARTICLE V
MEETINGS OF THE BOARD

SECTION 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held no less than two (2) times per year, at a location and time designated by the Board.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board may be called by the President, the Secretary, or a majority of the Board of Directors.

SECTION 3. NOTICE. Written or electronic notice of the time, place (or means of remote participation), and purpose of each meeting shall be given to each Director at least ten (10) days before the meeting. A meeting may be held without such notice if a majority of the Directors entitled to vote are present, in person or by remote participation under Section 7 of this Article.

SECTION 4. WAIVER OF NOTICE. A Director may waive notice of a meeting before, at, or after the meeting, in writing or by attending the meeting without objecting, at the outset of the meeting, to the lack of notice.

SECTION 5. QUORUM. A majority of the Directors entitled to vote, present in person or by remote participation, shall constitute a quorum. If a quorum is not present, a majority of the Directors present may adjourn the meeting to a later date without further notice other than announcement at the meeting; when a quorum is present at the adjourned meeting, any business may be transacted that could have been transacted at the meeting as originally called.

SECTION 6. CONDUCT OF MEETINGS. Meetings of the Board shall be presided over by the President or, in the President's absence, the Vice President. In the absence of both, the Directors present may select a chair for that meeting.

SECTION 7. VOTING. Except as the Articles of Incorporation otherwise provide, each Director shall be entitled to one vote, in person or by remote participation, on each matter properly submitted to a vote. There shall be no voting by proxy. Unless a greater vote is required by these By-laws, the Articles of Incorporation, or law, action of the Board requires the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

SECTION 8. REMOTE PARTICIPATION. Directors may participate in any meeting by telephone, video conference, or similar means by which all persons participating can hear and be heard by each other, and such participation constitutes presence in person for all purposes, including quorum and voting.

SECTION 9. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the action is approved in writing (including by electronic means) by all Directors then in office. The written consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VI
OFFICERS

SECTION 1. OFFICERS ENUMERATED. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such Members at Large as the Board may from time to time establish.

SECTION 2. APPOINTMENT. The President shall be appointed as provided in Article IV, Section 3. The Vice President, Secretary, and Treasurer shall be appointed by the President, subject to confirmation by a majority vote of the Board of Directors.

SECTION 3. TERM OF OFFICE. The term of office of each officer shall be two (2) years, or until a successor is appointed, with terms staggered so that the entire slate of officers is not replaced in the same year.

SECTION 4. PRESIDENT. The President shall act as the executive head of the Corporation, preside at meetings of the Board, appoint chairpersons of special committees, and have discretion to call special meetings. The President shall be, ex officio, a member of all committees.

SECTION 5. VICE PRESIDENT. The Vice President shall assist the President, act for the President in the President's absence or at the President's direction, and perform such other duties as the President may direct. If the office of President becomes vacant, the Vice President shall serve as President until a successor is appointed under Article IV, Section 3.

SECTION 6. SECRETARY. The Secretary shall keep, in books provided for that purpose, the minutes of all regular and special meetings of the Board; maintain the Corporation's records in accordance with Article XII; and be responsible for giving notice of meetings as required by Article V. Upon vacating office, the Secretary shall transfer all records of the Corporation to the Secretary's successor. The Secretary may appoint aides to assist with these duties, subject to Board approval.

SECTION 7. TREASURER. The Treasurer shall collect and be responsible for all funds and securities of the Corporation; disburse funds for authorized obligations; maintain accurate books of account; and report on the state of the treasury at each regular Board meeting. The Treasurer shall be responsible for coordinating the annual budget, financial reports, and audit described in Article X, and for the timely submission of required filings, including IRS Form 990 and any reports required under the operating contract described in Article XI. Upon vacating office, the Treasurer shall transfer all funds, securities, and financial records to the Treasurer's successor. The Treasurer may appoint aides to assist with these duties, subject to Board approval.

SECTION 8. MEMBERS AT LARGE. Members at Large shall assist the Board and officers as requested by the President.

SECTION 9. VACANCIES IN OFFICE. A vacancy in any office shall be filled for the unexpired term in the manner provided in Section 2 of this Article.

SECTION 10. REMOVAL FROM OFFICE. An officer may be removed from office in the same manner, and on the same grounds, as removal of a Director from the Board under Article IV, Section 8; removal from an office does not, by itself, remove that person as a Director unless the Board so determines.

ARTICLE VII
COMMITTEES

SECTION 1. COMMITTEES. The Board of Directors may, by resolution passed by a majority of the whole Board, designate two or more individuals to constitute a committee, which, to the extent provided in the authorizing resolution, shall have and may exercise the authority of the Board in the management of the assigned task. Each committee shall report to the Board and shall be subject to the Board's direction and control. No committee shall have authority to take action reserved to the Board by law, the Articles of Incorporation, or these By-laws, including approval of the annual budget, amendment of these By-laws, or approval of dissolution.

ARTICLE VIII
CONFLICT OF INTEREST

SECTION 1. DUTY TO DISCLOSE. Each Director and officer has a continuing duty to disclose to the Board any financial interest, business relationship, or other circumstance that could reasonably be expected to give rise to a conflict between the individual's personal or business interests and the interests of the Corporation (a "Conflict of Interest"), including any interest in a proposed grant recipient, vendor, or contract.

SECTION 2. RECUSAL. A Director or officer who has, or believes may have, a Conflict of Interest with respect to a matter before the Board shall disclose the interest, shall not participate in deliberation or vote on that matter, and shall not be counted for purposes of determining whether a quorum is present for that vote, except that the Director or officer may be present to answer questions if requested by the Board.

SECTION 3. ANNUAL DISCLOSURE. Each Director and officer shall complete a written conflict-of-interest disclosure statement annually and upon appointment. Disclosure statements shall be retained with the Corporation's records under Article XII.

SECTION 4. DOCUMENTATION. The minutes of any meeting at which a Conflict of Interest is disclosed, or at which a related transaction is discussed, shall reflect the disclosure, the recusal (if any), and the basis for the Board's decision to proceed with or decline the matter.

ARTICLE IX
INDEMNIFICATION

SECTION 1. INDEMNIFICATION. The Corporation shall indemnify its Directors, officers, employees, and agents to the fullest extent permitted under Chapter 617, Florida Statutes, including section 617.0834, against liability incurred in connection with any proceeding to which such person was made a party by reason of service to the Corporation, provided that such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation.

SECTION 2. INSURANCE. The Board of Directors may authorize the purchase of directors' and officers' liability insurance on behalf of any Director, officer, employee, or agent of the Corporation, whether or not the Corporation would have the power to indemnify such person against the liability insured against.

ARTICLE X
FISCAL MANAGEMENT, ACCOUNTS, AND AUDITS

SECTION 1. FISCAL YEAR. The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.

SECTION 2. DEPOSITORY ACCOUNTS. Corporation funds may be held in a separate account or accounts in the Corporation's name, subject to the terms of the operating contract described in Article XI.

SECTION 3. ANNUAL BUDGET AND FINANCIAL REPORTS. The Treasurer shall prepare, and the Board shall approve, an annual budget and financial reports for submission to the Division as required by section 633.1423(7), Florida Statutes, together with copies of the Corporation's IRS Form 1023 (or 1023-EZ) and each annual IRS Form 990 (or 990-EZ/990-N, as applicable).

SECTION 4. ANNUAL AUDIT. The Corporation shall obtain an annual financial audit in accordance with section 215.981, Florida Statutes, and section 633.1423(8), Florida Statutes, as required.

SECTION 5. CERTIFICATION OF COMPLIANCE. The Board shall annually certify the Corporation's compliance with its operating contract with the Division, and the certification shall be reported in the official minutes of a meeting of the Board, as required by section 633.1423(3), Florida Statutes.

SECTION 6. NEGOTIABLE INSTRUMENTS. The Board of Directors may, from time to time, prescribe the manner of making, signing, and endorsing bills of exchange, notes, drafts, checks, acceptances, and other negotiable instruments, and may designate the officer(s) or agent(s) authorized to execute the same on behalf of the Corporation.

ARTICLE XI
RELATIONSHIP WITH THE DIVISION; USE OF DIVISION PROPERTY

SECTION 1. OPERATING CONTRACT. The Corporation shall operate under a written contract with the Division as required by section 633.1423(3), Florida Statutes. The contract shall specify the powers and duties delegated to the Corporation, provide for the Division's approval of the Corporation's budget and program activities to the extent required by the contract, and provide that all moneys and property held by the Corporation for firefighter safety, training, and recognition shall revert to the Division, or to the State of Florida if the Division ceases to exist, upon dissolution of the Corporation, as provided in Article XIV.

SECTION 2. USE OF DIVISION PROPERTY. The Corporation may use property and facilities of the Division only as authorized by the Division and subject to any conditions the Division prescribes. Any such use shall be administered without discrimination on the basis of race, religion, sex, age, or national origin, consistent with section 633.1423(5), Florida Statutes.

SECTION 3. RESTRICTIONS ON EXPENDITURES. No funds of the Corporation shall be used for advertising using the likeness or name of any elected official, or for lobbying as defined in section 11.045(1), Florida Statutes, consistent with section 633.1423(2)(d), Florida Statutes.

ARTICLE XII
BOOKS AND RECORDS

SECTION 1. RECORDS MAINTAINED. The Corporation shall keep correct and complete books and records of account; minutes of the proceedings of the Board of Directors and any committees; and the reports, disclosures, and certifications described in Articles VIII and X.

SECTION 2. INSPECTION. Any Director may inspect the books, records, and minutes of the Corporation for a purpose reasonably related to the Director's service, upon reasonable prior notice to the Secretary, consistent with Chapter 617, Florida Statutes.

ARTICLE XIII
CORPORATE SEAL

SECTION 1. SEAL. The Corporation is not required to have a corporate seal. If the Board of Directors elects to adopt a corporate seal, it shall be in such form as the Board may determine by resolution.

ARTICLE XIV
DISSOLUTION

SECTION 1. DISSOLUTION. The Corporation may be dissolved in accordance with Chapter 617, Florida Statutes, upon the affirmative vote of two-thirds (2/3) of the Directors then in office at a meeting called for that purpose, and, to the extent required by the operating contract described in Article XI, with the approval of the Division.

SECTION 2. DISTRIBUTION OF ASSETS. Upon dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, all moneys and property held by the Corporation for firefighter safety, training, and recognition shall revert to the Division, or to the State of Florida if the Division ceases to exist, as required by section 633.1423(3), Florida Statutes. Any remaining assets not subject to that reversion shall be distributed exclusively to one or more organizations then qualifying as exempt under section 501(c)(3) of the Internal Revenue Code, as amended, for purposes as similar as reasonably practicable to the purposes of this Corporation, as determined by the Board of Directors. No assets of the Corporation shall inure to the benefit of any Director, officer, or private individual upon dissolution.

ARTICLE XV
AMENDMENTS

SECTION 1. AMENDMENTS. These By-laws may be amended, added to, or repealed, or new By-laws may be adopted in lieu thereof, by the affirmative vote of a majority of the Directors then in office at any regular or special meeting, provided that notice of the proposed amendment was included in the notice of the meeting as required by Article V, Section 3. The Board shall not amend these By-laws to fix or alter the qualifications, classifications, or term of office of any Director then serving in a manner that shortens that Director's current term.

The foregoing was adopted as the Amended and Restated By-laws of STATE FIRE MARSHAL SAFETY AND TRAINING FORCE, INC., d/b/a THE FLORIDA FIRE FOUNDATION, a Florida not-for-profit corporation, at a meeting of the Board of Directors held on September 1, 2026.

Debbie Pringle

Secretary

Approved:

Frank Babinec

President