

COUNCIL OF ADVISORS



A Non-Profit Charitable Corporation

The function of the Council of Advisors is to provide advice only. The Council of Advisors Members have no vote on any issue the AARBF may be considering and no authority to bind AARBF.

Section 6.04 Duties of the Council of Advisors

The duties of the Council of Advisors shall include, but are not be limited to:

- (a) Upholding and respecting the mission of AARBF;
- (b) Performing any and all duties imposed on them, collectively or individually, by law, by the Articles of Incorporation of the AARBF, these Bylaws, and the Administrative Policy Manual;
- (c) Ensuring that all Members of the Board of Directors and Council of Advisors are acting in the best interest of the AARBF and bringing any concerns to the Board President;
- (d) Participating in the recruitment of Board of Directors, Council of Advisors, and Committee Members for the AARBF;
- (e) Attending at least eighty (80) percent of all scheduled committee meetings;
- (f) Ensuring that all activities of AARBF conform to all laws, rules, regulations and ethical practices for non-profit corporations; and
- (g) Submitting an annual contribution, of a personally significant amount, to assure 100 percent giving by Members of the Council of Advisors.

ARTICLE 7. MEETINGS

Section 7.01 Place for Meetings

Meetings shall be held via teleconference or other electronic means. Meetings may also be held at places which may be designated by the Board of Directors from time to time.

Section 7.02 Regular Meetings

- (a) There shall be a minimum of ten (10) and a maximum of twelve (12) regular meetings of the Board of Directors annually.
- (b) The frequency and scheduling of Council of Advisors meetings are at the discretion of the Committee Chairperson.

- (c) A minimum of one Board of Directors meeting annually will take place in person.
 - a. The first meeting will be held in January and will consist of at least one day of general session with both the Board of Directors and Council of Advisors to align on the year's budget and operational plan.
 - b. A second meeting may be held at the discretion of the President to support budget development and business planning for the following year.
- (d) Written notice of the dates, times, and agendas of such meetings shall be mailed or emailed to each current Board and Council of Advisors Member at his/her email or home address as it appears on the records of AARBF, at least seven (7) days prior to the date of the meeting.
- (e) Financials will be delivered to Board and Council of Advisors Members on a quarterly or more frequent basis. These financials shall include:
 - a. Statement of functional expenses;
 - b. Statement of budget and actual expenses for all activities;
 - c. Statement of actual expenses for all activities during prior year;
 - d. Statement of financial position;
 - e. Budget/actual comparison (annual only); and
 - f. Cash flow (annual only).

Section 7.03 Special Meetings

Special meetings of the Board of Directors may be called by the President or, if the President is absent or unable or refuses to act, by the Vice President, or by a minimum of half (50%) of all Members of the Board of Directors. Such meetings shall be held at a place designated by the person or persons calling the meeting telephonically or online, and in the absence of such designation, shall be held at the principal office of AARBF. Notice of the day, time and agenda of such meetings shall be sent to each current Board Member at his/her email or home address as it appears on the records of AARBF, at least seven (7) days prior to the date of the meeting.

Section 7.04 Attendance at Meetings

Active Board of Directors and Council of Advisors Members are expected to attend at least eighty percent (80%) of all regular and/or Committee meetings annually. It is permissible for a Member to miss a meeting with the acknowledgement of the President or Committee Chair. At the discretion of the President, unacknowledged absentees will be brought to the Executive Committee for possible action, including but are not limited to removal from the Board of Directors or Council of Advisors in cases of excessive unexcused absences (more

than 20% of all meetings). In some cases, extended absences may be approved at the discretion of the President.

ARTICLE 8. COMMITTEES

Section 8.01 Committees

All Board of Directors Members shall serve on one or more Committees:

- (a) The Executive Committee is responsible for the overall management of the Board of Directors and Council of Advisors. It shall consist of the President, Vice President, Treasurer, and Secretary. The President must serve as Chairperson of the Executive Committee. The Executive Director is also a standing Member during open session, but does not have voting rights.
- (b) The Governance Committee is responsible for stewarding governance documents and administration matters of the Board of Directors and Council of Advisors. This includes, but is not limited to, annual review of the bylaws, personnel manual, and scrolling agenda items. The Secretary must serve as chair of the Governance Committee. The Vice President and at least one other Board of Directors Committee Chairperson are standing Members. Up to two additional Committee Members from either the Board of Directors or Council of Advisors may serve. The additional Committee Members will not have voting rights on the Board of Directors if they are not Members of the Board.
- (c) The Finance and Investment Committee shall be responsible for auditing the financial statements of AARBF and shall consist at a minimum of the President, Treasurer and Executive Director. The Treasurer must serve as Chair of the Finance and Investment Committee. Additional Committee Members may be added to the Finance and Investment Committee by the Finance and Investment Committee Chair. The additional Committee Members will not have voting rights on the Board of Directors if they are not Members of the Board.
- (d) The Program Committee will oversee recreational and survivor-service activities. The Program Committee Chair must be a Board of Directors Member. Additional Committee Members may be added to the Program Committee by the Program Committee Chair. The additional Committee Members will not have voting rights on the Board of Directors if they are not Members of the Board.
- (e) The Prevention Committee will oversee prevention and public education activities. The Prevention Committee Chair must be a Board of Directors Member. Additional Committee Members may be added to the Prevention Committee by the Finance and Investment Committee Chair. The additional Committee Members will not have voting rights on the Board of Directors if they are not Members of the Board.

- (f) The Development Committee will oversee the fundraising activities. The Development Committee Chair must be a Board Member. Additional Committee Members may be added to the Development Committee by the Development Committee Chair. The additional Committee Members will not have voting rights on the Board of Directors if they are not Members of the Board.
- (g) The Communications Committee will oversee the internal and external engagements. The Communications Committee Chair must be a Board Member. Additional Committee Members may be added to the Communications Committee by the Communications Committee Chair. The additional Committee Members will not have voting rights on the Board of Directors if they are not Members of the Board.
- (h) The Nominating Committee will oversee the recruitment of prospective board Members. The Vice President must serve as the Nominating Committee Chair. Additional Committee Members may be added to the Nominating Committee by the Nominating Committee Chair. The additional Committee Members will not have voting rights on the Board of Directors if they are not Members of the Board.
- (i) Any Ad Hoc Subject Matter Expert Committee will be comprised of subject matter experts in fields that would be beneficial for the AARBF decision makers. These fields include, but are not limited to, finance, marketing, law, accounting, health, tax, insurance, and human resources. These Members serve on the Council of Advisors and report directly to the President.
- (j) Additional Committees may be added and existing Committees may be removed by the President, as deemed necessary, to maintain alignment with the AARBF's mission and strategic plan. Ad Hoc Committee Chairpersons report directly to the President.

Section 8.02 Committee Members and Chairpersons

Chairpersons for the Committees shall be selected by the Board of Directors President, unless otherwise stated in these Bylaws. Members of the Committees shall be selected by the respective Committee Chairpersons. In selecting Committee Members, the Board of Directors will seek to include persons who will serve a particular purpose (e.g. someone with a background in fire or burn prevention being selected for the Program and Prevention Committee).