

Original Adopted:
August 18, 1981
Section 2 Adopted:
February 28, 1982
Section 2 Amended:
June 21, 1984
Bylaws Amended:
April 4, 1991
Bylaws Amended:
January 18, 1999
Bylaws Amended:
January 1, 2000
Bylaws Amended:
March 4, 2003
Bylaws Amended:
August 12, 2004
Bylaws Amended:
June 8, 2006

**BYLAWS
of the
Hearth, Patio & Barbecue Education Foundation**

ARTICLE I

NAME

The name of this organization is the Hearth, Patio & Barbecue Education Foundation, a not-for-profit corporation organized under the District of Columbia Nonprofit Act, hereinafter “*the Foundation.*”

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND FISCAL YEAR

The Foundation shall have and continuously maintain in the District of Columbia a registered office and registered agent whose office is identical with such registered office, and may have such other offices as the Board of Governors of the Foundation may from time to time determine. The fiscal year of the Foundation shall be the same as the fiscal year of the Hearth, Patio & Barbecue Association, hereinafter “*the Association.*”

ARTICLE III

PURPOSES

The purposes of the organization shall be:

To promote safety, understanding, and responsibility in all facets of hearth, patio and barbecue products through professional training and public education programs whose goals and activities include, but are not limited to:

- A. Capturing “best current industry practice(s)” in all publications and training related material(s) and programs.
- B. Developing and implementing consumer awareness programs in the interest of public safety.
- C. Encouraging and implementing professional achievement programs including certification programs for qualified professionals.
- D. Achieving accreditation and recognition for professional achievement programs.
- E. Developing and implementing industry related training.
- F. Developing and sustaining ongoing professional development through continuing education program(s).

ARTICLE IV

GOVERNORS

Section 1. **NUMBER.** The affairs of the Foundation shall be administered by a Board of Governors, which shall be composed of ten (10) members. All members of the Foundation Board serve without compensation. Of these ten members:

- A. Two (2) Governors shall be members or employees of members of the Association’s, “Manufacturer Category,” as defined in the Association’s bylaws.
- B. Two (2) Governors shall be members of the Association’s “Retail or Distributor Category,” as defined by the Association’s bylaws.
- C. Two (2) Governors shall be representatives of organizations concerned with public safety.
- D. Four (4) Governors shall be At-Large Governors, chosen without regard to category or constituency.
- E. The most recent past President shall sit on the Board of Governors in a non-voting capacity, unless such Past President is:
 - (i) serving out the balance of his or her term on the Board of Governors, or
 - (ii) is elected to a new term on the Board of Governors, in which case, he or she shall function in a voting capacity.

In addition, the current Secretary of the Association, and each successive current Secretary in turn, shall sit on the Board of Governors as a liaison between the Association Board and the Foundation. The Secretary of the Association shall sit as a Governor of the Foundation in a non-voting capacity.

Section 2. **SELECTION.** The Foundation Board of Governors shall recommend candidates for Governor to the Board of Directors of the Association for approval.

Section 3. **TERM OF OFFICE.** The term of office for each Governor shall commence upon appointment by the Association Chairman on or about the date of the annual meeting of the Association and shall continue for three years. A Governor may serve no more than two successive terms with the exception of Executive Committee member(s), who may be allowed to serve out the balance of their term(s) of office.

Section 4. **VACANCIES.** In the event that a vacancy occurs on the Board of Governors, a successor shall be recommended by the Nominating Committee, nominated by the Board of Governors, and appointed by the Association Chairman, with the approval of the Association Board of Directors. A Governor appointed to fill a vacancy shall be appointed to serve out the balance of the unexpired term of his or her predecessor.

Section 5. **REMOVAL.** The Board may, by majority vote, remove any Board Member (i) if he or she has been absent from two or more Board meetings within a calendar year or (ii) with or without cause. A Governor who changes employment or Association membership category shall immediately submit his/her resignation to the President of the Foundation. The President shall accept or reject the resignation with the advice and consent of the Executive Committee.

Section 6. **MEETINGS.** A meeting of the Board of Governors of the Foundation shall be held at least once a year on or about the date of the Annual Meeting of the Association. It is the intention of the Board to hold additional meetings throughout the year, as agreed by the members of the Foundation Board.

Section 7. **NOTICE.** Notice of any meeting of the Board of Governors shall state the purpose of the meeting and shall be given at least ten business days, but no more than sixty days, prior to the meeting.

Section 8. **POWERS OF THE BOARD OF GOVERNORS.** The Board of Governors shall have authority to carry out the following actions:

- A. Prepare an annual budget, to be submitted to the Association's Budget Committee and Board of Directors for approval;
- B. Develop, monitor, and, if necessary, terminate all aspects of educational programs to be undertaken by the Foundation consistent with the purposes listed in Article III;
- C. Review the performance of the person serving as Executive Director;
- D. Create and eliminate organizational structures to further the Foundation's purposes, provided that all major organizational changes shall be submitted to the Association's Board of Directors for approval; and
- E. Ensure compliance with the requirements for a section 501c (3) organization.

Section 9. **ACTION OF GOVERNORS WITHOUT A MEETING.**

- A. **WRITTEN CONSENT.** Any action required or permitted to be taken at any meeting of the Board of Governors or any committee may be taken without a meeting if all members of the Board or any committee, respectively, consent thereto in writing, and the writing or writings are filed with the Minutes or proceedings of the Board.

B. CONFERENCE TELEPHONE CALLS. Members of the Board of Governors or of any committee thereof may participate in a meeting of such Board or Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other and such participation shall constitute presence in person at such meeting.

Section 10. QUORUM AND VOTING. A majority of the seated Board of Governors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present, the affirmative vote of a majority of the Governors present shall be considered an act of the Governors unless the vote of a greater number of Governors is required by law or by these Bylaws.

ARTICLE V

OFFICERS

Section 1. NUMBER. The elected officers of the Foundation shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom serve without compensation. The Board of Governors of the Foundation may provide for reimbursement of reasonable expenses incurred by the elected officers in the execution of their duties.

Section 2. ELECTION AND TERM. The Board of Governors of the Foundation shall elect the Officers from the membership of the Board. All Officers shall be elected for a term of, but not limited to, one year or until their successors are duly elected and installed. Nominations for election of new officers must be submitted to the current President of the Foundation not less than sixty days prior to the date of the annual meeting of the Association. A ballot for election of the officers shall be distributed to the Board of Governors for election not less than thirty days prior to the date of the annual meeting of the Association.

Section 3. STAFF. The Board of Governors of the Foundation shall contract with the Association for staffing requirements as are deemed necessary by the Board. The Board of Governors may, at its discretion, from time to time hire outside consultants as it may consider appropriate.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. PRESIDENT. The President of the Board of Governors shall preside at all meetings of the Foundation and at all meetings of the Board of Governors; he or she shall appoint members of all committees subject to approval of the Board and perform other duties and functions as custom and parliamentary usage require.

Section 2. VICE-PRESIDENT. The Vice-President of the Foundation shall assume the duties of the President at the latter's request or in his or her absence, and shall succeed to the Presidency if that office shall become vacant during a President's term.

Section 3. **SECRETARY.** The Secretary of the Foundation shall attend meetings of the Board of Governors and keep an accurate record of the proceedings thereof; he or she shall give notice of the meetings of the Board of Governors as prescribed by these bylaws, and shall perform such other duties as may be required of him or her by law, by vote of the Board of Governors, or by these bylaws. The Secretary may delegate responsibility for his or her duties in a reasonable manner.

Section 4. **TREASURER.** The Treasurer of the Foundation shall oversee and properly account for the receipt and expenditure of all funds of the Foundation, keep proper records of all receipts and expenditures, and render a complete financial report at Board meetings and at the conclusion of the fiscal year, and such additional financial reports as may be requested by the Board of Governors. The Treasurer may delegate responsibility for his or her duties in a reasonable manner.

ARTICLE VII

COMMITTEES

Section 1. **EXECUTIVE COMMITTEE.** The Executive Committee consists of the President, Vice-President, Treasurer, Secretary of the Foundation, and the Secretary of the Association (ex-Officio), to be vested with such authority as may be directed by the Board of Governors in accordance with these bylaws. Each member of the Executive Committee shall hold office until his/her successor member of the Executive Committee is elected by the Board of Governors, or until his/her death, resignation, or removal, or until he/she shall cease to be a Governor. A member of the Executive Committee may serve successive terms.

Section 2. **AUTHORITY.** During the interval between the meetings of the Board of Governors, the Executive Committee may exercise all the authority of the Board of Governors; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Governors, and the Executive Committee shall not have the authority of the Board of Governors in reference to (1) amending the Articles of Incorporation or Bylaws of the Foundation; (2) adopting a plan of merger or consolidation; (3) the sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Foundation; (4) a voluntary dissolution of the Foundation or a revocation of any such voluntary dissolution; or (5) a change in the policy of the Foundation.

Section 3. **CALL AND NOTICE.** The Executive Committee may meet from time to time on call of the President or of any two or more members of the Executive Committee. Meetings of the Executive Committee may be held at such place or places, within or without the District of Columbia, as the Executive Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings. The Executive Committee may fix its own rules of procedure, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board of Governors at the meeting thereof held next after they have been taken, and all such proceedings shall be subject to revision or alteration by the Board of Governors except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

Section 4. **QUORUM.** The Executive Committee shall act by majority vote if its members. A majority of the Executive Committee members shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Section 5. **NOMINATING COMMITTEE.** The Nominating Committee, consisting of not less than one member of the Manufacturer's Category, Distributor/Retail Category, and Safety Category of the Board, and the Secretary of the Foundation, shall be appointed by the President of the Foundation, subject to the approval of the Board of Governors, not less than one hundred twenty (120) days before the Annual Meeting of the Association. The Nominating Committee of the Foundation shall recommend individuals to the Foundation Board to serve as Governors not less than ninety days before the Annual Meeting of the Association. Members of the Association Board may be solicited to provide input to the Nominating Committee and the Foundation Board at any time during the nominating process. The Foundation Board shall then make nominations to the Chairman of the Association not less than sixty days before the annual meeting of the Association from those persons recommended by the Nominating Committee. These nominations shall then be submitted to the Association Board for appointment.

Section 6. **ADDITIONAL COMMITTEES.** The Board of Governors, by resolution adopted by a majority of the entire Board, may designate one or more additional committees. The Board shall approve the charter for any such committee including designation of size of the committee and scope of the committee's responsibility and authority. Membership on such committees need not be drawn from the Board of Governors. In addition, the Board of Governors or the Executive Committee may, from time to time, form ad hoc committees or task forces at their discretion that are assigned specific tasks or activities and whose existence expires when their tasks are completed.

Section 6. **REMOVAL.** The Board of Governors shall have power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. **CONTRACTS.** Subject to oversight by the Board of Directors of the Association, the Board of Governors may authorize any officer, agent, or agents of the Foundation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. **CHECKS, DRAFTS, ETC.** All checks, drafts or orders of the payment of money, notes, or other evidence of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Governors. In absence of such determination by the Board of Governors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Foundation.

Section 3. **DEPOSITS.** All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such bank, trust companies, or other depositories as the Board of Governors may select.

Section 4. **GIFTS.** The Board of Governors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Foundation as said purposes set forth in the Articles of Incorporation of the Foundation.

ARTICLE IX

MANAGEMENT

The managing officer of the Foundation, who shall have the title of Executive Director, shall be designated by the Association and shall be an employee of the Association. The Executive Director shall work with the Board of Governors on long-range planning, program development, and program review. The Executive Director shall be directly responsible to the President of the Association. Should the Board of Governors of the Foundation become dissatisfied with the Association employee serving as Executive Director, the Foundation Board may, by resolution, recommend to the President of the Association that such person be removed as Executive Director of the Foundation, and a replacement appointed.

ARTICLE X

POLITICAL ACTIVITY

The Foundation, through its Officers, Governors, Committees, Executive Director, and employees, shall not directly or indirectly engage in any political activity of any kind or nature.

ARTICLE XI

AMENDMENTS

These bylaws may be amended by

A. A concurrence of a majority of those present at any meeting of the Board of Governors, provided

1. Written notice of proposed changes to these Bylaws have been sent to all members of the Board of Governors not less than ten days prior to the date of a regular or special meeting;

2. A quorum is present; and

3. The amendment is subsequently approved by the Association Board of Directors, or

B. A unanimous vote of the Board of Governors by written ballot, provided that:

1. A written notice of proposed changes to these bylaws and a ballot have been sent to all members of the Board of Governors not less than ten business days prior to the deadline for submitting the ballots; and.

2. The amendment is subsequently approved by the Association Board of Directors.

Such amendments shall be in accordance with applicable laws and regulations.

ARTICLE XII

INDEMNIFICATION AND INSURANCE

Section 1. **INDEMNIFICATION.** The Foundation shall indemnify and hold harmless any person who is or was a governor, officer, employee, or agent of the Foundation from and against any and all claims and liabilities, whether the same are settled or proceed to judgement, to which such person shall have become subject by reason of his/her having been a governor, officer, employee or agent of the Foundation, or by reason of any action alleged to have been taken or omitted as governor, officer, employee or agent, and shall reimburse each such person for all legal and other expenses, including the cost of settlement reasonably incurred by him/her in connection with any such claims, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of gross negligence or willful misperformance of his/her duties as governor, officer, employee or agent. The rights accruing to any person under the provisions of this Section shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Foundation to indemnify or reimburse such persons in any case, even though not specifically provided for herein.

Section 2. **INSURANCE.** The Foundation or the Association will purchase and maintain insurance on behalf of any person who is or was a governor, officer, employee or agent of the Foundation, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Foundation would have the power to indemnify him/her against such liability.

ARTICLE XIII

DISSOLUTION

The Foundation shall use its funds only to accomplish the objectives and purposes set forth in the Articles of Incorporation and Bylaws and no part of these funds and assets shall inure or be distributed to members of the Foundation. In the event of the dissolution of this Foundation, to the extent allowed under applicable law, all of the assets of the Foundation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which this Foundation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary or education purposes which qualify as an exempt organization under §501c(3) of the Internal revenue Code, as the Board of Governors of the Foundation may determine, after payment or provisions for liabilities of the Foundation.

ARTICLE XIV

SEAL

The seal of the Foundation shall be as follows: Hearth, Patio & Barbecue Education Foundation.

Adopted by the Board of Governors
this _____ day of _____, 2006.

The undersigned hereby certifies that this is a true and correct copy of the Bylaws by the Board of Governors.

Susan L. Kalish
Executive Director
Hearth, Patio & Barbecue Education Foundation