

MICHIGAN ASSOCIATION OF FIRE CHIEFS BYLAWS  
Adopted July 10, 2019

ARTICLE 1 - ORGANIZATION

Section 1 - Name

This corporation shall be known as the Michigan Association of Fire Chiefs (MAFC).

Section 2 - Purposes

The purposes of the MAFC are:

1. To provide a forum in which members may discuss matters of mutual interest.
2. To provide a channel for concerted action for continuing efforts to improve efficiency.
3. To promote unity of action within the fire service.
4. To elevate the status of the fire service.
5. To assist fire chiefs and public safety directors in their efforts to promote effective fire prevention and suppression, emergency medical services, and other emergency services through educational, technical, and legislative means.

Section 3 – Representation

The MAFC shall represent all fire chiefs and public safety directors responsible for fire service operations in the State of Michigan.

Section 4 - Principal Office

The principal office of the MAFC shall be selected and approved by the Board of Directors.

Section 5 – Regions within MAFC (Northern, Southeastern, Western and Upper Peninsula)

Regions may organize under their own constitution and bylaws providing that such constitution and bylaws remain consistent in effect with the general objectives of the Michigan Association of Fire Chiefs, as determined by the MAFC Board of Directors. The Board of Directors shall establish such procedures and sanctions as are required to maintain consistency between the MAFC's general objectives and the Region's constitution and bylaws. Each region shall maintain their own Employer Identification Number (EIN), in an effort to maintain their identities.

Section 6 – Finance Committee

Each region shall appoint one representative to the Finance Committee. This committee shall oversee the financial transactions of the Association and its regions.

ARTICLE II – MEMBERSHIP

There shall be seven (7) classes of membership: ACTIVE, ASSOCIATE, SUSTAINING, LIFE,

HONORARY, SECTION and RETIRED. Applications for membership shall be reviewed and approved by the Board of Directors. Only Active members are entitled to hold office, make or support a motion(s), or vote on any matter, except as provided in Article III, Section 7.1.

### Section 1 – Active Members

Active members shall consist of the Fire Chiefs or Public Safety Directors responsible for fire service operations of any department organized to provide public fire protection, Fire Chiefs in the private sector or institutional facilities, the State Fire Marshal, Assistant/Deputy Fire Chiefs and Assistant/Deputy Public Safety Directors responsible for fire service operations and other State Officers or Directors as determined eligible by the Board of Directors,

1. Active members shall be entitled to participate fully in the affairs of the MAFC.
2. Each active member shall be entitled to one vote.

Active members who become ineligible for membership as the result of the consolidation of their departments with another organization will be allowed to maintain active membership, so long as they remain in the department or organization resulting from such consolidation.

### Section 2 – Associate Members

Associate members shall consist of all other department officers holding rank of Lieutenant or above, municipal, county, city, or township officials, Fire Commissioners or Fire Board members, members of State departments with authority and responsibility in the fire service as determined eligible by the Board of Directors.

### Section 3- Sustaining Members

Sustaining members shall consists of salespersons, representatives of fire apparatus manufacturers, fire hose, fire appliance, fire alarm systems, sprinkler systems, computers, or any other product of an allied nature that is offered for sale to the fire and/or emergency medical service.

### Section 4 - Life Members

Life membership shall include Active members who have served the Association as President and have retired from the fire service. Life members shall not be required to pay membership dues.

A Life member, who re-enters the fire service in any capacity, must apply to be reassigned to the appropriate membership class. The Life Membership shall be restored upon retirement from this period of service.

### Section 5 – Honorary Members

Honorary membership may be approved for an individual or organization for outstanding contribution(s) to the fire service. This membership shall be approved by a majority vote of the Board of Directors.

### Section 6 – Section Members

Section members, individually and collectively, represent specific disciplines within the MAFC, i.e., hazardous materials, instruction, and safety. A Section member must be a member of the MAFC. See ARTICLE XI – SECTIONS.

## Section 7 – Retired Members

Retired members shall include any Active members in retirement from the fire service. Retired members shall be entitled to fully participate in the affairs of the MAFC and its regions, with the exception they are not eligible to hold an Executive Board seat and are not entitled to vote.

## ARTICLE III – MAFC BOARD OF DIRECTORS

### Section 1 – Officers

1. Elected officers of the MAFC shall be President, Vice-President, Secretary-Treasurer and the Great Lakes Division Director. These officers, together with four (4) regional representatives, shall constitute the Board of Directors. The immediate past president will assist the Board in conducting the business of the MAFC.
2. Eligibility. Any member seeking election to the offices of President, Vice-President, Secretary-Treasurer, Great Lakes Division Director, or Regional Representative, must be an Active member of the MAFC and an Active member of one of the four regional Chiefs' Associations within the state.

### Section 2 – Regional Representatives

Each regional association (Northern, Southeastern, Western and Upper Peninsula) shall appoint one (1) member to serve as their representative on the MAFC Board of Directors pursuant to their adopted selection process. Each regional association shall name a primary representative to serve as the voting member on the MAFC Executive Board. They shall also name a secondary representative to fill the primary's position, when necessary.

### Section 3 – Duties and Powers of the Board of Directors

1. The duties and powers of the Board of Directors shall include conducting all business of the MAFC.
2. The Board of Directors shall determine and approve all official MAFC fire service notifications and announcements.
3. The Board of Directors may contract an independent auditor to complete an annual summary of accounts of the financial records of the MAFC.
4. The Board of Directors, by a majority vote, may fill the position of Executive Director.
5. The Board of Directors, by a majority vote shall select an active member of the MAFC for the position of Vice President of the Great Lakes Division, or the Board of Directors shall only endorse an active member as a candidate for the position of Vice President of the Great Lakes Division, as dictated by the request from the Great Lakes Division.
6. The Board of Directors, by a majority vote, shall establish the annual dues, fees, and/or costs for all Members of the association as the Board deems necessary and appropriate.

#### Section 4 – Ethical Violations, Misconduct or Actions Not in the Best Interest

The Board of Directors shall adopt and uphold a Code of Ethics (see Appendix). Ethical violations and/or complaints brought against any MAFC member, including a member of the Board of Directors, will be investigated by the Board of Directors. Upon completion of the investigation, the Board of Directors will recommend appropriate action.

#### Section 5 – Attendance/Absenteeism

A member of the Board of Directors who has more than three (3) unexcused absences from official MAFC business functions within a year, shall be removed from the Board. Excused absences shall be limited to the following:

1. Family or personal emergency
2. Department emergency
3. Employment requirement (e.g. mandatory budget meeting)
4. Vacation
5. Severe weather

Requests for excused absences shall be approved by the Board.

#### Section 6 – Conduct Detrimental to the Interest of the MAFC/Removal from the Board of Directors

A member of the Board of Directors may be removed for conduct detrimental to the interests of the MAFC at any regular or special meeting called for that purpose. Written notice of the intention to remove a member and the reasons will be provided to the member at least seven (7) days prior to the Board meeting at which action is to be taken. The member may be allowed to appear and be heard at the meeting. Removal from office is approved by a majority vote of the Executive Board.

#### Section 7 – Vacancies in Office

1. An officer (President, Vice-President, Secretary/Treasurer or Great Lakes Division Board Member) who is removed from Active membership by virtue of retirement may continue in elected office until the next MAFC annual meeting/election, at which time a vacancy will occur.
2. In the event of a vacancy in the office of President, the Vice-President shall assume the office of President for the remainder of the term.
3. In the event of a vacancy in the office of Vice-President or Secretary/Treasurer or Great Lakes Division Board Member, the office shall be filled as soon as possible by a majority vote of the Board of Directors. The replacement will serve until the next MAFC annual election. The election is for the remainder of the current term.
4. Within thirty (30) days of a vacancy in the office of a Regional Representative, that regional association shall appoint a Board member to complete the term. The Board member shall be selected in accordance with the region's selection policy. In the event the regional association does not select a Board member within the thirty (30) days, the Board of Directors may appoint a member from that region for the remainder of the term.

#### Section 8 – Officer Compensation, Expenses and Reimbursement

The Board of Directors shall receive no remuneration for acting as such but may be entitled to per diem fees

and reimbursement for any reasonable expenses (i.e. mileage, lodging, expenses and meals) incurred by them on behalf of the MAFC. Authorized clothing and badges that are required to be worn to activities involving an officer of the organization shall be purchased by the MAFC.

## ARTICLE IV – DUTIES OF OFFICERS

### Section 1 – President

1. The President shall be the lead representative of the MAFC in all matters that affect the MAFC.
2. The President shall preside at all MAFC and MAFC Board of Directors meetings.
3. The President shall appoint all committees, subcommittees and task forces, and perform such other duties as may be incidental to the office, or which may be required by the annual conference, or of the Board of Directors. Appointments shall be confirmed by the Board of Directors. The President may be a member of all committees.
4. The President shall maintain a working knowledge of the Bylaws and Robert’s Rules of Order.

### Section 2 - Vice-President

1. The Vice President shall assist the President in conducting the business of the MAFC.
2. In the absence or the inability of the President to act, the Vice President shall assume all the duties and responsibilities of the President.
3. Assumes the office of president if vacated during the term of office.

### Section 3- Secretary-Treasurer

1. Secretary-Treasurer shall chair the MAFC finance committee. This committee shall also include one representative from each region. This committee shall monitor the financial activities of the Association and its Regions. This committee shall allow for diversity in transactions associated with each region’s unique makeup, as to meet the needs of their diverse memberships.
2. It shall be the Secretary-Treasurer’s duty to keep a record of the proceedings of the business meetings of the MAFC and the Board of Directors.
3. The Secretary-Treasurer shall receive and answer all communications pertaining to the business of the MAFC.
4. The Secretary-Treasurer shall notify all members of the annual dues and any special assessments.
5. The Secretary-Treasurer shall keep a record of all dues paid by members and maintain a current membership list.
6. The Secretary-Treasurer will Chair the Bylaws Committee, if deemed necessary by the President.
7. The Secretary-Treasurer shall also maintain a working knowledge of the Bylaws and Robert’s Rules of Order.
8. The Secretary-Treasurer shall be responsible for the reviewing, updating, and presenting Bylaws changes to the membership for a vote.
9. The Secretary-Treasurer will present Bylaws changes to the Board of Directors for understanding and consensus prior to preparing for presentation on a ballot.
10. The Secretary-Treasurer shall conduct the roll call of members.
11. The Secretary-Treasurer shall have the authority to receive and disburse funds on behalf of the MAFC. All monies shall be deposited in a bank approved by the Board of Directors. All deposits shall be made in the name of the MAFC.
12. The Secretary-Treasurer shall keep a true and correct account of all monies received and disbursed.

13. The Secretary-Treasurer shall close the MAFC books as of December 31<sup>st</sup> of each year, and ensure that an annual audit of the finances occurs.
14. The Secretary-Treasurer shall complete all required financial forms, including local, state, and federal forms.
15. The Secretary-Treasurer shall present a detailed written financial statement of the MAFC funds at the annual conference. The financial statement shall include a report of monies received and disbursed during the preceding year and the closing bank balances for that same period.

NOTE: If the Executive Director position is filled, the Executive Director shall assume all the duties of the Secretary-Treasurer except for serving as Chairperson of the Bylaws and Finance Committees and all other Bylaw responsibilities. The Secretary-Treasurer will continue as Treasurer and retain all fiscal oversight.

Section 4 – Great Lakes Division Director – represents the MAFC on the Board of Directors of the Great Lakes Division of the IAFC.

Section 5 – Regional Representatives – represent their respective regional association (i.e., Northern, Southeastern, Western and Upper Peninsula) on the MAFC Board.

Section 6 - Board Members’ Responsibilities

1. The Board members shall review the annual summary of accounts and report their findings to the membership at the annual conference.
2. The Board members shall transact all business of the MAFC not otherwise provided for, and may assist in making arrangements for conferences, meetings, seminars, and workshops.

Section 7 – Bond for Secretary-Treasurer and/or Executive Director

The MAFC shall purchase, or accept and approve, a bond or liability insurance, for the Secretary-Treasurer and/or Executive Director, if deemed necessary. The amount of the bond shall be commensurate with the amount of assets of the MAFC. The amount of the bond shall be reviewed annually by the Board of Directors and adjusted as necessary.

Section 8 – Executive Director

1. The Executive Director position may be implemented at any time by majority vote of the Board of Directors, and shall be compensated accordingly by the terms of a contract agreed upon by both parties.
2. The Executive Director shall be selected by the Board of Directors and may be removed by majority vote of the Board of Directors.
3. The Executive Director may or may not be compensated. Terms of the compensation, if any, shall be approved and administered by the Board of Directors.
4. The work and action of the Executive Director shall be directed by the Board of Directors.
5. The Executive Director shall not have voting privileges on the Board of Directors.
6. The Executive Director shall assume all the duties of the Secretary-Treasurer, as follows:
  - a. The Executive Director shall keep a record of the proceedings of the business meetings of the MAFC and the Board of Directors.
  - b. The Executive Director shall receive and answer all communications pertaining to the business of the MAFC.

- c. The Executive Director shall conduct the roll call of members.
- d. The Executive Director shall perform other duties as directed by the Board of Directors. The Executive Director shall assume all the duties of the Treasurer as directed by the Secretary-Treasurer or the Board of Directors.
- e. The Executive Director shall record and publish the minutes.

## ARTICLE V – ANNUAL DUES

### Section 1 – Amount

1. The annual membership dues of the MAFC for Active, Associate, Section and Retired members shall be established by resolution of the membership at the annual meeting called for this purpose, provided that all members are notified in writing at least thirty (30) days before the meeting.
2. Sustaining member's annual dues, fees or other costs will be established by a majority vote of the Board of Directors.
3. Dues shall be payable to the MAFC on or before January 1<sup>st</sup> of each year.
4. No member shall be entitled to vote unless dues are paid for the current year.
5. Any member in arrears of dues shall be removed from active membership.
6. Any member who has been suspended in accordance with the provisions of ARTICLE V, shall be reinstated only upon payment of all delinquent dues and assessments, provided that the membership requirements of ARTICLE II are met.
7. After retirement from the fire service, and, subject to the provisions of ARTICLE II, a member may renew membership in this MAFC by the payments of annual dues.
8. Any active member joining the MAFC after January 1<sup>st</sup> shall pay a pro-rated amount based on the number of months remaining in the year. A partial month shall be considered a full month, i.e. dues are payable for the entire month in which a member joins.

## ARTICLE VI – COMMITTEES

1. Standing Committees of the MAFC (i.e., ByLaws, Elections, Legislative, etc.) shall be formed and assigned by the President, as needed.
2. Other committees/subcommittees task forces, temporary or permanent, may be appointed by the President with the confirmation of the Board of Directors.
3. The membership of committees/subcommittees/task forces shall generally consist of members of the regional associations.
4. The President may be a member of all committees/subcommittees/task forces.
5. With re-approval of the Board of Directors, committee members shall be entitled to reimbursement for reasonable expenses incurred on behalf of the MAFC.

## ARTICLE VII - ELECTIONS

1. The Board of Directors shall establish the annual election schedule.
2. Officers to be elected in even years include President and Vice-President. The Secretary-Treasurer shall be elected in odd years. The Michigan representative to the Great Lakes Division of the International Association of Fire Chiefs shall be elected every three (3) years.
3. Officers shall be elected at large.
4. Regional Representatives from the Southeastern and Western Associations shall be appointed in odd-

numbered years. Regional Representatives from the Upper Peninsula and Northern Associations shall be appointed in even-numbered years.

5. If a regional association chooses not to appoint a representative, a representative may be appointed by the Board of Directors. As much as possible, this selection shall assure equal representation among associations. The appointed Representative will represent the interests of their region.
6. Voting for officers of the MAFC shall be by mail or electronic ballot. The candidate receiving the highest number of votes shall be elected. In the event of a tie vote, the Immediate Past President, shall select the new officer from the tied candidates.
7. For any office for which there is only one (1) nomination at the ballot deadline date, the Secretary-Treasurer or designee shall declare the nominee, "officer elect." The results shall be announced to the membership via electronic means (i.e. email blast, website post, etc.) determined most conducive to communications needed.
8. Installation of officers shall be held at the annual conference. The Board may establish campaign practices, if deemed necessary.
9. Terms of Office
  - a. The President and Vice-President shall be elected for a term of two (2) years.
  - b. The President and Vice-President shall be limited to two (2) consecutive two (2) year terms.
  - c. The Secretary-Treasurer shall be elected for a term of two (2) years.
  - d. Regional Representatives shall be appointed for a term of two (2) years.
  - e. The Michigan representative to the Great Lakes Division of the International Association of Fire Chiefs shall be elected for a term of three (3) years.



## ARTICLE VIII – MEETINGS

1. Parliamentary Procedure. The rules contained in the current edition of Robert’s Rules of Order shall govern parliamentary practice in all meetings of the MAFC.
2. Quorum. A quorum shall be required for all MAFC meeting.
  - a. Board of Directors – A quorum shall consist of four (4) voting members.
  - b. Committee – a quorum shall consist of a simple majority.
  - c. Membership – A quorum shall consist of not less than twenty-one (21) voting members.
3. Special meetings of the MAFC Executive Board for the good of the MAFC may be called at any time by any two (2) regional associations with written notice to the MAFC President and Secretary, providing the reason for the meeting.

## ARTICLE IX- AMENDMENTS TO BY LAWS

1. Voting by Conference/Meeting. The Bylaws may be amended at an annual conference or at a special meeting called for that purpose by an affirmative vote of 2/3 of the members present and qualified to vote, provided that previous notice of the proposed alterations or amendments have been distributed to all members at least thirty (30) days prior to the meeting, or published at least thirty (30) days prior to the meeting in official MAFC fire service publications.
2. Voting Electronically. The Bylaws may also be amended by electronic ballot distributed to all members eligible to vote. The electronic ballot shall be sent at least thirty (30) days prior to the opening of the annual conference or special meeting and must be returned to and received by the Secretary-Treasurer and/or the Executive Director at least seven (7) days prior to the conference or meeting. A two-thirds (2/3) majority vote of the members entitled to vote, and voting, shall be necessary for the adoption of any amendment. The Secretary-Treasurer and the Executive Director shall audit the process and certify the “official results”.
3. Results of the vote shall be presented to the membership as deemed appropriate, either via electronic notification (i.e., email blast or website posting), or during the business meeting of the annual conference or at the special meeting.

## ARTICLE X – ANNUAL CONFERENCE

1. The MAFC shall hold an annual conference for the purpose of providing leadership, training, education, support, and camaraderie to Michigan Fire Chiefs and Public Safety Directors through workshops, seminars, and demonstrations.
2. The Board of Directors shall determine the time, date, and location of the annual conference. This information shall be promoted and published electronically at least ninety (90) days prior to the conference. The Board of Directors shall determine the agenda, select and schedule programs.
3. Memorial Service. The Board of Directors shall arrange a memorial service at the conference to recognize those members who have died since the previous conference.
4. The Board of Directors may determine to hold other conferences, seminars, and workshops. The agenda, time, dates, and locations will be published at least 90-days in advance using official notification medium (i.e. email blast, website post, etc.).

## ARTICLE XI – SECTIONS

1. Purpose. Sections provide an opportunity within the MAFC to concentrate on policies and issues related to a specific discipline, such as EMS, health and safety, instruction, MABAS, Hazmat, and investigations. Sections allow networking and information sharing.
2. Formation. Sections may be established by a majority vote of the Board of Directors, or approval of the membership. Membership shall petition the Board of Directors to establish a Section. The petition, signed by a minimum of five (5) prospective Section members, shall call for action at the next Board of Directors meeting.
3. Structure. Each Section shall elect a chairperson, vice-chairperson, and secretary, known as the Section Board. Section elections shall be held in the same manner as the MAFC Officer Elections as set forth in Article VII. Sections shall interact regularly, as deemed necessary by their Chairperson. The Section Chairperson shall report to their Board of Directors. If the membership of a Section reaches and maintains a minimum of 30 members annually, the section Chairperson shall hold an Advisory position to the MAFC Executive Board. If an active member serves on multiple Sections as the section chairperson, that chairperson would only be entitled to one (1) advisory seat on the MAFC Executive Board. This is a non-voting seat on the MAFC Executive Board. Each Section shall follow the MAFC Bylaws.
4. A Section may establish rules to clarify specific qualifications for membership, as deemed necessary.
5. Evaluation/Termination. The Board of Directors shall annually review and evaluate the participation and productivity of all Sections with each Section Board. The meeting will focus on the continued and future interest, goals, and objectives of the Section, and identify any commitments or services the Board of Directors or membership will provide for the Section during the coming year. If the MAFC Executive Board or the Section Board determines that a Section is no longer serving the original intent or purposes of the Section, the Board of Directors will set a Section termination date.

## ARTICLE XII - POLITICAL ACTION COMMITTEE (PAC)

The Executive Board shall have the authority to establish a Political Action Committee (PAC), in an effort to increase our legislative influence in the State. The Board may utilize the services of a lobbyist to advance our efforts, if necessary. A lobbying firm shall be compensated accordingly by the terms of a contract agreed upon by both parties.

## ARTICLE XIII – DISTRIBUTIONS

1. No part of the net earnings of the MAFC shall inure to the benefit of, or be distributed to members, board members, officers, or other private persons, except that the MAFC 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 ARTICLE I.

Notwithstanding any other provision of these articles, the MAFC shall not carry on any other activities not permitted to be carried on:

- a. By a corporation or association exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Service Law) or:
- b. By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future

United States Internal Revenue Law).

ARTICLE XIV – DISSOLUTION

Upon the dissolution of this MAFC, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the MAFC, dispose of all assets, exclusively for the purposes of the MAFC in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(a) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## APPENDIX

### MICHIGAN ASSOCIATION OF FIRE CHIEFS Code of Ethics

#### I. PURPOSE:

To provide an ethical template for the members of the Michigan Association of Fire Chiefs

#### II. POLICY:

I understand that I have the responsibility to conduct myself in a manner that reflects proper ethical behavior and integrity. In so doing, I will help foster a continuing positive public perception of the Michigan Association of Fire Chiefs. Therefore, I pledge the following...

- Always conduct myself, on and off duty, in a manner that reflects positively on myself and the Michigan Association of Fire Chiefs.
- Support the concept of fairness and the value of diverse thoughts and opinions
- Avoid situations that would adversely affect the credibility or public perception of the Michigan Association of Fire Chiefs.
- Be truthful and honest at all times and report instances of cheating or other dishonest acts that compromise the integrity of the Michigan Association of Fire Chiefs.
- Conduct my personal affairs in a manner that does not improperly influence the performance of my duties, or bring discredit to my organization.
- Be respectful and conscious of each member's safety and welfare.
- Recognize that I serve in a position of public trust that requires stewardship in the honest and efficient use of publicly owned resources, including uniforms, facilities, vehicles and equipment and that these are protected from misuse and theft.
- Exercise professionalism, competence, respect and loyalty in the performance of my duties and use information, confidential or otherwise, gained by virtue of my position, only to benefit those I am entrusted to serve.
- Avoid financial investments, outside employment, outside business interests or activities that conflict with or are enhanced by my official position or have the potential to create the perception of impropriety.
- Never propose or accept personal rewards, special privileges, benefits, advancement, honors or gifts that may create a conflict of interest, or the appearance thereof.
- Never engage in activities involving alcohol or other substance use or abuse that can impair my mental state or the performance of my duties and compromise safety.
- Never discriminate on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual preference, medical condition or handicap.
- Never harass, intimidate or threaten fellow members of the Michigan Association of Fire Chiefs or the public and stop or report the actions of other members who engage in such behaviors.
- Responsibly use social networking, electronic communications, or other media technology opportunities in a manner that does not discredit, dishonor or embarrass the Michigan Association of Fire Chiefs or the public. I also understand that failure to resolve or report inappropriate use of this media equates to condoning this behavior.