

# **MICHIGAN ASSOCIATION OF FIRE CHIEFS BYLAWS**

## **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.

## **ARTICLE II – MEMBERSHIP**

There shall be six (6) classes of membership: ACTIVE, ASSOCIATE, SUSTAINING, LIFE, HONORARY and SECTION. 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 IV, Section 7.1.

### Section 1 – Active Members

Active members shall consist of the Fire Chiefs or Public Safety Director 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.
3. 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 consist of individuals or organizations who are interested in membership.

#### Section 4 - Life Members

1. Life membership shall be conferred upon Active and Associate dues paying members upon their retirement from the fire service, provided that they have been members of the MAFC continuously for five (5) years, immediately preceding their retirement.
2. 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 may be an Active member, an Associate member or only as a Section member representing a specific Section. See ARTICLE XII – SECTIONS.

### **ARTICLE III – JOINT CHIEFS’ EXECUTIVE BOARD**

The Joint Chief’s Executive Board shall be comprised of the president or their designee from each regional association and the president or their designee from the MAFC Board of Directors. Each member shall have one vote (5 vote total).

Members of the Joint Chief's Executive Board shall be members of MAFC. The Joint Chief's Executive Board shall be the final arbiter of all disputes that arise concerning the MAFC and its membership. Specifically, the Joint Chiefs' Executive Board shall meet a minimum of one time per year. One (1) meeting shall be at a location announced by the President or the Board of Directors;

1. Operate and conduct business decisions by a majority vote;
2. Provide business direction and/or action for consideration of the Board of Directors;
3. Be the final authority for removal of a member of the MAFC Board of Directors;
4. Fill the position of either the President or Vice President if there are vacancies in these offices.
5. Approve compensation for the Executive Director;
6. Have the authority to establish a Political Action committee (PAC)

## **ARTICLE IV – 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 members and eligible section chairpersons (as defined in ARTICLE XII, Section 3), 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, Regional Director, or Section Chairperson must be an Active member of the MAFC and an Active member of one of the four regional Chief's associations within the state.

### **Section 2 – Other MAFC Board Members**

1. Each regional association (Upper Peninsula, Northern, Southeastern, Western), shall appoint one (1) member to the MAFC Board of Directors pursuant to their adopted selection process.
2. The Michigan Mutual Aid Box Alarm System (MI-MABAS) Executive Board shall appoint one MI-MABAS representative, as a non-voting member to the MAFC Board of Directors. The MI-MABAS representative shall serve as a Liaison between MI-MABAS and the MAFC.

### **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 publications.

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 as 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 Sustaining Members 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. Ethical violations/complaint 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 Joint Chiefs' Executive Board (See Section III).

#### 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 duties 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 Board Member, the 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 at large for the remainder of the term.
5. If there are vacancies in the offices of either President or Vice-President, the Joint Chiefs' Executive Board will fill this position (see Section III). The vacancies shall be filled until the next MAFC annual election.

#### 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 V – 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 Director meetings.
3. With the exception of the Bylaws Committee, 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, the Board of Director's., or the Joint Chiefs' Executive Board. 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.

## Section 3- Secretary-Treasurer

1. 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.
2. The Secretary-Treasurer shall receive and answer all communications pertaining to the business of the MAFC.
3. The Secretary-Treasurer shall notify all members of the annual dues and any special assessments.
4. The Secretary-Treasurer shall keep a record of all dues paid by members and maintain a current membership list.
5. The Secretary-Treasurer will Chair the Bylaws Committee.
6. The Secretary-Treasurer shall maintain a working knowledge of the Bylaws and Robert's Rules of Order.
7. The Secretary-Treasurer shall be responsible for the reviewing, updating, and presenting Bylaws changes to the membership for a vote.
8. The Secretary-Treasurer will present Bylaws changes to the Board of Directors for understanding and consensus prior to preparing for presentation on a ballot.
9. The Secretary-Treasurer shall conduct the roll call of members.
10. 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.
11. The Secretary-Treasurer shall keep a true and correct account of all monies received and disbursed.
12. The Secretary-Treasurer shall close the MAFC books as of December 31<sup>st</sup> of each year.
13. The Secretary-Treasurer shall complete all required financial forms, including local, state, and federal forms.
14. 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 with the exception of serving as Chairperson of the Bylaws Committee and all other Bylaw responsibilities. The Secretary-Treasurer will continue as Treasurer and retain all fiscal oversight.

#### Section 4 – Board Members

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.
3. A Board member shall be selected by the Board of Directors to serve as the Sergeant at Arms, with the following duties:
  - a. Assist the President in maintaining order during all meetings and conferences of the MAFC.
  - b. Post the American flag at all meetings.
  - c. Meet and greet members and guests at conferences and meetings of the MAFC.
  - d. Assist guest speakers at the conference.

#### Section 5 – Bond for Secretary-Treasurer and Executive Director

The MAFC shall purchase or accept and approve a bond for the Secretary-Treasurer and Executive Director. 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 6 – Executive Director

1. The Executive Director position may be implemented at any time by majority vote of the Board of Directors.
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 by the Joint Chiefs' Executive Board and administered by the Board of Directors (See Section III).
4. The work/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, 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.

- 7.
- 8.
- 9.

## **ARTICLE VI – ANNUAL DUES**

### **Section 1 – Amount**

1. The annual membership dues of the MAFC for Active, Associate, and Section 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. The annual membership dues for Associate members and Section members (who are not Active members) shall be equal to one half (1/2) of the dues of an Active member.
3. Sustaining member's annual dues, fees or other costs will be established by a majority vote of the Board of Directors.
4. Dues shall be payable to the Secretary-Treasurer on or before January 1<sup>st</sup> of each year.
5. No member shall be entitled to vote at an annual conference unless dues are paid for the current year.
6. Any member in arrears of dues at the time of the annual conference shall be removed from active membership.
7. Any member who has been suspended in accordance with the provisions of ARTICLE VI, Section 6, shall be reinstated only upon payment of all delinquent dues and assessments, provided that the membership requirements of ARTICLE II are met.
8. 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.
9. Any 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 VII – COMMITTEES**

1. Standing Committees of the MAFC shall be:
  - a. Bylaws.
    - i. The MAFC Secretary-Treasurer shall serve as chair of the Bylaws Committee.
    - ii. Each regional association shall appoint one member to the Bylaws Committee.
    - iii. The Bylaws Committee shall also have one past president



- serve as a member of the Bylaws committee.
- b. Standardization, Consultation and Fire Chief Assistance
  - c. Legislative
  - d. Elections
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 VIII - 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. Board members from the Southeastern and Western Associations shall be appointed in odd-numbered years. Board members from the Upper Peninsula and Northern Associations shall be appointed in even-numbered years.
5. If a regional association chooses not to appoint a director, a director may be appointed by the Board of Directors. As much as possible, this selection shall assure equal representation among associations. The appointed Director 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 Board of Directors, with a majority vote of members 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 published in the next official MAFC fire service publications.
8. Campaign Practices. Installation of officers shall be held at the annual conference.
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 Board members 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 IX – 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 (excluding Section Chairperson).
  - 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. Joint Chiefs’ Executive Board. A quorum shall consist of nine (9) active members providing that at least three Executive Board members are in attendance.
3. Special meetings of the MAFC Board of Directors and/or the Joint Chiefs’ Executive Board for the good of the MAFC may be called at any time by any two (2) regional associations.

## **ARTICLE X- 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 during the business meeting of the annual conference or at the special meeting.

## **ARTICLE XI - CONFERENCES**

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 published in the official MAFC fire service publications 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 each 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.

## **ARTICLE XII – SECTIONS**

1. **Purpose.** Sections provide an opportunity within the MAFC to concentrate on policies and issues related to a specific discipline, such as health and safety, instruction, 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 Section VIII. Sections shall meet at least quarterly. The section Chairperson shall report to the Board of Directors. If the membership of a section reaches and maintains 30 members, the section Chairperson shall become a voting member of the Board of Directors. If an Active member serves on multiple sections as the section chairperson, that chairperson would only be entitled to one (1) Board of Director's vote. Each Section shall follow the MAFC Bylaws.
4. **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 Board of Directors 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 XIII - POLITICAL ACTION COMMITTEE (PAC)**

The Joint Chief's Executive Board shall have the authority to establish a Political Action Committee (PAC).

## **ARTICLE XIV – 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.
2. 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 XV – 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.