

# NORTHERN MICHIGAN FIRE CHIEFS ASSOCIATION CONSTITUTION AND BY-LAWS

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## ARTICLE I – ORGANIZATION

### **Section 1 – Name:**

This organization shall be known as the Northern Michigan Fire Chiefs Association (hereinafter referred to as the NMFCA).

### **Section 2 – Purpose:**

The purpose of the NMFCA is:

1. To provide a forum to improve the professional standards and leadership of all Fire Departments in Northern Lower Michigan.
2. To promote the advancement of fire prevention, fire safety fire suppression, emergency medical services and other fire service related services for the preservation of life and property.
3. To improve the professional development of Chief Fire Officers through networking.
4. To improve and intensify Fire Department training and Fire Fighter Safety.
5. To promote and support legislation for the advancement of the fire service.
6. To work with governmental units at all levels for better fire related programs.

### **Section 3 – Geographic Area:**

The geographic area of this Association shall be the northern portion of the lower peninsula of the State of Michigan, and shall include all counties and/or municipalities in the geographic area north of US-10, east of US-127 and north of M-46. This shall not exclude any person residing in any other portion of the State of Michigan from becoming a member as described in any section of Article II, except that such person or persons shall not be entitled to hold an elective office.

## ARTICLE II – MEMBERSHIP

The membership of the NMFCA shall be six (6) classes of members. Applications for membership shall be reviewed and approved by the Board of Directors.

### **Section 1 – Active Members:**

Active membership shall be comprised of the following:

1. Fire Chiefs and Chief Fire Officers, as designated by the Chief of a regularly organized public, governmental or industrial volunteer, paid-on-call and paid Fire Departments.
2. The State Fire Marshal and his/her principal deputies.

3. Public Safety Directors, Deputy Public Safety Directors and those Chief Officers designated by the Public Safety Director whose primary responsibility is devoted to Fire Administration and/or Operations.

Active members shall be entitled to vote on all matters and fully participate in all affairs of the NMFCA.

### **Section 2 – Associate Members:**

Associate members shall be comprised of the following:

1. Fire Officers and Fire Department members as designated by the Chief of a regularly organized public, governmental or industrial volunteer, paid-on-call and paid Fire Departments as approved.
2. Persons affiliated with any fire investigation, fire underwriting, fire education or fire research firm or corporation.
3. The staff of the State Fire Marshal's Office and the Bureau of Fire Services.
4. Individuals, firms, corporations, institutions, associations, boards and commissions wishing to be of assistance to the NMFCA.

Associate members shall be entitled to fully participate in the affairs of the NMFCA, with the exception they are not eligible to hold an Executive Board seat and are not entitled to vote.

### **Section 3 – Sustaining Members:**

Sustaining members shall include any organization engaged in the sale of fire equipment, apparatus, and general fire department supplies in addition to any other business organization interested in better fire protection. This membership shall be approved by a majority vote of the Board of Directors.

Sustaining members shall be entitled to fully participate in the affairs of the NMFCA, with the exception they are not eligible to hold an Executive Board seat and are not entitled to vote.

### **Section 4 – Retired Member:**

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 NMFCA, with the exception they are not eligible to hold an Executive Board seat and are not entitled to vote.

### **Section 5 – Honorary Members:**

Honorary membership may be conferred upon any person who has rendered conspicuous service to the aims and purposes of the NMFCA. This membership shall be approved by a majority vote of the Board of Directors. Honorary members shall not be required to pay membership dues. Honorary members shall be entitled to fully participate in the affairs of the NMFCA, with the exception they are not eligible to hold an Executive Board seat and are not entitled to vote.

### **Section 6 – Life Members:**

Life membership shall be comprised of the following:

1. Active members who have served the Association as an Executive Board Member and have retired from the fire service.
2. Charter members of the NMFCA.

Life members shall not be required to pay membership dues and shall be entitled to fully participate in the affairs of the NMFCA, with the exception they are not eligible to hold an Executive Board seat and are not entitled to vote.

## **ARTICLE III – DUES**

### **Section 1 – Dues**

Membership dues shall be reviewed annually by the Board of Directors. Any changes in dues structure will be brought up electronically to the General Membership for a vote. The dues notices will be sent out no later than January 1<sup>st</sup> and will be due by the March Board of Directors meeting.

## **ARTICLE IV – MEETINGS**

### **Section 1 – General Membership Meetings**

The Board of Directors will establish the meeting schedule for the general membership. There shall be a minimum of three (3) general membership meetings per year. The schedule will be completed by the last Board of Directors Meeting of the year and shall be distributed to the membership electronically. General Membership meetings are primarily designed for educational purposes, networking/ organizational purposes and information exchange on current trends and issues.

## **Section 2 – Board of Directors Meetings**

The Board of Directors shall meet monthly at a location that is mutually agreeable to the members of the board. Locations of board meetings will be completed by the last Board of Directors meeting of the year and shall be distributed to the membership electronically. Time and place of meetings may be changed by the Board of Directors with the members being notified electronically.

## **Section 3 – Meeting Rules**

All meetings shall be conducted following the most up-to-date edition of Robert’s Rules of Order.

# **ARTICLE V – OFFICERS**

## **Section 1 – Board of Directors**

The Board of Directors shall consist of President, Vice-President, Secretary/Treasurer, and four (4) Directors. Two (2) Directors shall be elected by the membership. The third Director shall be the current past president of the NMFCA and the fourth Director shall be the NMFCA representative to the Michigan Association of Fire Chiefs (MAFC) Board. The NMFCA representative to the MAFC board shall be appointed by the Board of Directors and serve at the pleasure of the board. All members of the Board of Directors shall also be an active member of the MAFC.

## **Section 2 – Duties of Board of Directors**

### President

1. The President shall preside at all Board of Directors meetings.
2. The President shall lead the NMFCA in all Matters.
3. The President shall appoint all committees and subcommittees.
  - a. The President may be a member of all committees.
4. The President shall maintain a working knowledge of the By-Laws and the most up-to-date edition of Robert’s Rules of Order.

### Vice-President

1. The Vice-President shall assist the President in conducting the business of the NMFCA.
2. The Vice-President shall assume all the duties and responsibilities of the President in their absence.

### Secretary-Treasurer

1. The Secretary-Treasurer shall keep a record of the proceedings of the General Membership meetings and the Board of Directors meetings.
2. The Secretary-Treasurer shall receive and answer all communications pertaining the business of the NMFCA.
3. The Secretary-Treasurer shall notify all members of the annual dues.

4. The Secretary-Treasurer shall keep a record of all dues paid by members and maintain a current membership list.
5. The Secretary-Treasurer shall have the authority to receive and disburse funds on behalf of the NMFCA. All monies shall be deposited in a bank approved by the Board of Directors.
6. The Secretary-Treasurer shall keep a true and correct account of all monies received and disbursed.
7. The Secretary-Treasurer shall close the NMFCA books as of December 31<sup>st</sup> of each year.
8. The Secretary-Treasurer shall complete all required financial forms, including local, state, and federal forms.
9. The Secretary-Treasurer shall provide a detailed written financial statement of the NMFCA funds at the January Board of Directors meeting. 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. The Secretary-Treasurer will continue as Treasurer and retain all fiscal oversight.

#### Directors

1. Directors shall promote safety, fire prevention, training through awareness and participation within geographic area of the NMFCA.
2. Directors shall inform departments in the geographic area of the NMFCA of functions sponsored by the NMFCA.
3. Directors shall encourage membership in the NMFCA.
4. Directors shall attend as many local Fire Chief Association meetings in their area as possible.
5. Directors shall transact all business of the NMFCA not otherwise provided for.
  - a. Directors may assist in making arrangements for conferences, meetings, seminars and workshops.

#### 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 and administered by the Board of Directors.
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 General Membership meetings and the Board of Directors meetings.
  - b. The Executive Director shall receive and answer all communications pertaining to the business of the NMFCA.
  - c. 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.
  - d. The Executive Director shall record and publish the minutes.

### **Section 3 – Filling a Board of Directors Vacancy**

In the case of a vacancy on the Board of Directors, the remaining Board Members will make an appointment to fill the vacancy.

### **Section 4 – Removal from the Board of Directors**

Any active member(s) of the NMFCA, in good standing, may request in writing to the Board of Directors the removal of an Officer for just cause. Said cause must be documented in the written letter. The Board of Directors shall review the request and advise the general membership electronically of the request for removal. The person(s) who submits the request for removal, the Board of Directors, and the person who is being considered for removal shall meet at the next Board of Directors meeting to discuss the basis for the recommendation. The Board of Directors may develop a recommendation for the general membership. A vote on the request for removal shall be conducted through an electronic ballot sent to all entitled members. A two-thirds (2/3) majority vote of the members entitled to vote, and voting, shall be required to remove the person from office. Filling of the vacancy shall be done in accordance with Article V Section 3 of these By-Laws.

## **ARTICLE VI – ELECTIONS**

### **Section 1 – Election Schedule**

The Board of Directors shall establish the annual election schedule as follows:

1. Officers to be elected in even years shall be:
  - a. President
  - b. Secretary-Treasurer
  - c. One (1) At-Large Directors Position
  
2. Officers to be elected in odd years shall be:
  - a. Vice-President
  - b. One (1) At-Large Directors Position

### **Section 2 – Voting Eligibility**

Every entitled member whose membership fees are current shall have the right to vote on the business of the NMFCA.

### **Section 3 – Balloting**

A ballot, for nominated and write-in candidates, will be sent electronically with the annual dues notices to all current members.

## **Section 4 – Installation of the Board of Directors**

Installation of newly elected Board of Directors positions will take place at the annual conference with the new officers conducting the remainder of the meeting.

## **ARTICLE VII – COMMITTEES**

### **Section 1 – Committee Appointments**

The President of the NMFCA shall select persons to serve on such committees as the By-Laws prescribe to be established or the membership directs to be appointed.

### **Section 2 – Standing Committees**

The Standing Committees shall be Auditing, Nomination, and By-Laws.

### **Section 3 – Auditing Committee**

The Auditing Committee shall consist of the current President, Treasure and one (1) active member in good standing appointed by the President, who shall:

1. Conduct an audit of the previous year's NMFCA financial records prior to the March General Membership Meeting.
2. Submit a report of the audit to the President for presentation at the March General Membership Meeting.

### **Section 4 – Nomination Committee**

In November preceding the election year, a nominating committee will be appointed by the President. The duty of the nominating committee will be to prepare a full slate of candidates for the next election. Nominations shall be requested through an electronic request that shall be sent to all current members asking for interested persons to submit their names. The nominating committee shall submit their slate of candidates to the Board of Directors no later than January 1<sup>st</sup>.

### **Section 5 – By-Laws Committee**

The by-laws committee shall consist of consist of three (3) active members in good standing appointed by the President, who shall meet at least annually to:

1. Consider proposed changes to the NMFCA By-Laws that have been submitted in accordance with Article VIII Section 1.
2. Initiate changes to the NMFCA By-Laws, if needed.
3. Submit an updated By-Laws to the Board of Directors for review and approval.

### **Section 6 – Other Committees**

Other committees/subcommittees, temporary or permanent, may be appointed by the President with the confirmation of the Board of Directors.

## **ARTICLE VIII – AMENDMENTS**

### **Section 1 – Amendments of By-Laws**

The By-Laws of the NMFCA may be amended, altered or revised by the entitled membership of the NMFCA in good standing. Proposed amendments, alterations or revisions shall be submitted to the Secretary/Treasurer in writing. It shall then be referred to the By-Laws Committee by the President for review as prescribed in Article VII Section 5.

### **Section 2 – Voting of Proposed Amendments**

Proposed amendments to the By-Laws shall be distributed to all members entitled to vote by electronic ballot at least thirty (30) days before a vote is taken. An electronic ballot shall be sent to all entitled members. A two-thirds (2/3) majority vote of the members entitled to vote, and voting, shall be necessary for the adoption of any amendment.

## **ARTICLE IX – DISTRIBUTIONS**

No part of the net earnings of the NMFCA shall inure to the benefit of, or be distributable to members, officers, or other persons, except that the NMFCA 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 hereof.

Notwithstanding any other provisions of these Articles, the NMFCA shall not carry on any other activities not permitted to be carried on by a corporation or association exempt from Federal income tax under Section 501(C)(6) of the Internal Revenue Code of 1954.

## **ARTICLE X – DISSOLUTION**

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