

**WESTERN MICHIGAN ASSOCIATION OF FIRE CHIEFS
CONSTITUTION & BY-LAWS**

ARTICLE I: ORGANIZATION

- 1.1 Name: This organization shall be known as the Western Michigan Association of Fire Chiefs.
- 1.2 Mission Statement: The Mission Statement for the Western Michigan Association of Fire Chiefs is; To Provide Vision, Education and Leadership for the Fire Service in Western Michigan.
- 1.3 Purpose: The purposes of the Association are:
- a. To support Chief Fire Officers and others dedicated to providing service to the community by saving lives, protecting property and the environment and those other services that become necessary in the course of their duties.
 - b. To promote the prevention and extinguishment of fires and the mitigation of other emergencies.
 - c. To exchange ideas on issues regarding the provision of services provided by fire departments.
 - d. To provide a forum for the promotion of legislation and the development of educational programs.
 - e. To provide assistance and recommendations to Fire Chiefs and municipalities to resolve fire and emergency service issues in the community.
- 1.4 Area: The Western Michigan Association of Fire Chiefs shall represent Fire Chiefs and Public Safety Directors responsible for fire service operations throughout western Michigan. Western Michigan shall be considered the area bounded by US 10 to the north, US 127 or Meridian Rd. to the east, Lake Michigan to the west, and the Indiana/Michigan state line to the south.

ARTICLE II: MEMBERSHIP

- 2.1 Membership: There shall be six (6) classes of membership: Active, Associate, Life, Sustaining, Honorary and Sections.

Applications for membership shall be submitted to, reviewed and approved by the Executive Board and confirmed by a majority vote of the voting members attending the next membership meeting.

- 2.1.1 Active Members: Active Members shall consist of Chief Fire Officers with the rank of Chief, Assistant Chief, Deputy Chief, District or Division Chief and Battalion Chief of State, County, Municipal and Township departments within Western Michigan. Public Safety Directors and Assistant/Deputy Public Safety Directors within Western Michigan with responsibility for fire operations.

- 2.1.2 Associate Members: Associate Members shall consist of fire department officers in State, County, Municipal and Township departments within Western Michigan; sworn supervisory personnel responsible for fire operations in public safety departments within Western Michigan, not eligible for Active Membership; the State Fire Marshal, the Deputy Director of the State Emergency Management Division, and other state officials with responsibility for fire operations.

Associate members are **not** entitled to:

- a. Hold elective office
- b. Make or support a motion
- c. Vote

- 2.1.3 Life Members: Life Members shall consist of those members who have retired. Life Membership is approved by the Executive Board for members currently in good standing with a minimum of five (5) years of membership.

Life members are **not** entitled to:

- a. Hold elective office
- b. Make or support a motion
- c. Vote

Note: A member in good standing is current with all association dues, fees and assessments

- 2.1.4 Sustaining Members: Sustaining Members shall consist of individuals or organizations who are interested in membership. Sustaining members are **not** entitled to:
- a. Hold elective office
 - b. Make or support a motion
 - c. Vote
- 2.1.5 Honorary Membership: Honorary Membership may be bestowed upon an individual or organization for outstanding contribution(s) to the fire service. This honor shall be bestowed by a majority vote of the Executive Board or by a majority vote of the membership
- 2.1.6 Section Members: Section members individually and collectively represent specific disciplines within the Association; i.e., hazardous-materials, instruction, safety, etc. A Section member may be an Active member, an Associate member or a Section member only, representing a specific Section.
(See ARTICLE VI - SECTIONS)
- 2.1.7 Service Pins: The Executive Board shall be authorized to issue service pins in five-year increments to all **active** members of the Association.

ARTICLE III: OFFICERS

- 3.1 Officers - Executive Board: Elected Officers of the Western Michigan Association of Fire Chiefs shall be President, Vice President, One-Year Trustee, Two-Year Trustee, Three-Year Trustee and Secretary/Treasurer. These officers, with the immediate Past President, shall constitute the Executive Board.
- 3.2 Ex-Officio, Executive Board Member(s): WMAFC member(s) serving on the MAFC Board of Directors, the IAFC Great Lakes Division representative or officer or as a member of the IAFC Board of Directors, shall be **non**-voting, Ex Officio members of the Executive Board.
- 3.3 Qualifications of Officers: The Officers of the Association shall be chosen from the ranks of Active Members.
- 3.4 Retirement: An Executive Board Member who is removed from Active Membership by retirement, may continue in office until next WMAFC annual meeting, when a successor will be elected
- 3.5 Resignation/Removal: An Executive Board Member who is removed from Active Membership by virtue of resignation, termination or other reason(s), and no longer meets the requirements set forth in Section 2.1.1, shall no longer meet the qualifications of an Executive Board Officer. Section 3.7, "Vacancies in Office" shall be followed to appoint a successor.

- 3.6 Attendance/Absenteeism: Any member of the Executive Board who is absent for more than three (3) official Association business functions within one year shall be removed from the Board, unless such absences are excused by the Board. The excused absence shall be included in the meeting minutes.
- 3.7 Vacancies in Office: If a vacancy occurs in the Executive Board, the President and/or the Vice President, with confirmation of the Executive Board, shall appoint a Three-Year Trustee to fill the remainder of the unexpired term, and all officers below the vacancy shall accede to the next highest office.

ARTICLE IV: DUTIES OF OFFICERS

- 4.1 President: The President shall be the lead representative of the Association in all matters that affect the Association.

The President shall preside at all meetings of the Association including Executive Board meetings; appoint all committees, subcommittees and task forces and perform all other duties as may be incidental to the office, or which may be required by the Executive Board; and sit as a member of all committees with voting privileges.

- 4.2 Vice President: The Vice President shall assist the President in conducting the business of the Association. In the absence or the inability of the President to act, the Vice President shall assume all duties and responsibilities of the President.

- 4.3 Secretary/Treasurer: It shall be the Secretary/Treasurer's duty to:
- a. Keep a record of the proceedings of the business meetings of the Association and the Executive Board.
 - b. Send minutes of all meetings to each Executive Board member.
 - c. Perform all the duties which usually pertain to this office or as may be directed of him by the Executive Board or the membership.
 - d. Receive and answer all communications pertaining to the business of the Association.
 - e. Notify all members of the annual dues, any special assessments, and notify all delinquent members of any outstanding dues and/or assessments by September 1st of each year or when directed by the Executive Board.
 - f. Keep a record of all dues and/or special assessments paid by members and maintain a current membership list on the Association Website.
 - g. Conduct the roll call of officers.
 - h. Have custody of all funds of the Association. All monies shall be deposited in a bank approved by the Executive Board. All deposits shall be made in the name of the Western Michigan Association of Fire Chiefs.
 - i. Keep a true and correct account of all monies received and disbursed. Close the Association books as of December 31 of each year.

- j. Present a detailed written financial statement of the Association funds at the first Executive Board meeting after the annual 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.
- k. Submit a written report at the first meeting of each year, giving a statement of the work of the office for the past fiscal year.
- l. Arrange meeting locations and meal selections for all meetings of the membership and Executive Board.

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.

4.4 Trustees (One-Year, Two-Year, and Three-Year) Duties of Trustees are:

- a. The Trustees shall audit the annual summary of accounts as submitted by the Secretary/Treasurer after the first Executive Board Meeting following the annual meeting. The Trustees shall meet with the Secretary-Treasurer to review the financial statement. The audit report shall be presented at the first general meeting after the annual meeting.
- b. The Trustees shall transact all business of the Association not otherwise provided for, or as directed by the President or the membership.
- c. The Trustees shall serve on committees, subcommittees and task forces and/or represent the Association as assigned.
- d. The Three-Year Trustee shall also serve as Sergeant at Arms, with the following duties:
 - 1. Post the American flag and the Western Michigan Association of Fire Chiefs' flag at meetings.
 - 2. Meet and greet members and guests at conferences and meetings of the Association.
 - 3. Assist guest speakers as necessary.
 - 4. Assist the President in maintaining order during all meetings and conferences of the Association.

4.5 Executive Director:

- a. The Executive Director position may be implemented at any time by majority vote of the Executive Board.
- b. The Executive Director shall be selected by the Executive Board and may be removed by majority vote of the Executive Board.
- c. The Executive Director may or may not be compensated. Terms of the compensation, if any, shall be approved by the Executive Board and administered by the Executive Board.
- d. The work/action of the Executive Director shall be directed by the Executive Board. The Executive Director shall not have voting privileges on the Executive Board.
 - 1. The Executive Director shall assume all the duties of the

Secretary, as follows: The Executive Director shall keep a record of the proceedings of the business meetings of the WMAFC and the Executive Board.

2. The Executive Director shall receive and answer all communications pertaining to the business of the WMAFC.
3. The Executive Director shall conduct the roll call of members.
4. The Executive Director shall perform other duties as directed by the Executive Board. The Executive Director shall assume all the duties of the Treasurer as directed by the Secretary-Treasurer or the Executive Board.
5. The Executive Director shall record and publish the minutes.
6. The Executive Director shall hold office for a three-year term, commencing January 1, 2015.
7. The Executive Board may approve a two-year extension of the current term, by a majority vote of the Executive Board.

4.6 Past President:

The immediate Past President shall assist the President and other board members in conducting the business of the Association; shall support and provide guidance to the President and Executive Board to help assure continuity from year to year and shall serve as a liaison between other Past Presidents and the Executive Board.

4.7 Duties and Powers of Executive Board:

The duties and powers of the Executive Board shall include conducting all of the business of the association.

4.8 Bond for Secretary/Treasurer and Executive Director:

The Association shall purchase a bond for the Secretary/Treasurer and Executive Director. The amount of the bond shall be commensurate with the amount of assets of the Association. The amount of the bond shall be reviewed annually by the Executive Board and adjusted as necessary.

4.9 Executive Board of the Association:

The Executive Board is fully responsible for the conduct of business on behalf of the Association.

ARTICLE V: COMMITTEES

5.1 Standing Committees/Representatives: Standing committees of the Association shall be:

- a. Membership/Vendor Development
- b. Training and Development/Program Planning
- c. Fire Prevention/Life Safety
- d. Legislative
- e. Nominations/Elections

- f. Emergency Medical Services
 - g. Firefighter Safety
 - h. Constitution and Bylaws
 - i. Michigan Joint Fire Service Council
 - j. MAFC (Representative)
- 5.2 Special or Temporary Committees, Subcommittees or /Task Forces: Special or Temporary Committees, Subcommittees or Task Forces may be appointed by the President and confirmed by the Executive Board.

ARTICLE VI: SECTIONS

- 6.1 Purpose: Sections provide an opportunity within the Association to concentrate on policies and issues related to a specific discipline, such as health and safety, instruction, inspections, investigation, etc. Sections allow networking and information sharing.
- 6.2 Formation: Sections may be established by a majority vote of the Executive Board or approval of the membership. Membership shall petition the Executive Board to establish a section. The petition, signed by a minimum of five (5) prospective Section members, shall call for action at the next Executive Board meeting.
- 6.3 Structure: Each Section shall elect a Chairman, Vice Chairman and Secretary, known as the Section Board. Terms of office/s shall expire at the WMAFC annual meeting. Sections shall meet at least quarterly. The Section Chairman shall report to the Executive Board. Each Section will determine a structured democratic process to manage the business of the Section.
- 6.4 Evaluation/Termination: The Executive Board 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, etc. of the Section; also to identify any commitments or services the Executive Board or membership will provide for the Section during the coming year. If the Executive Board or the Section Board determines that a Section is no longer serving the original intent or purpose of the Section, the Executive Board will set a Section termination date.

ARTICLE VII: ANNUAL DUES

- 7.1 Amount: The annual membership dues of the Association shall be established by resolution of the membership at the annual meeting or a special meeting called for this purpose, provided that all members are notified in writing at least thirty (30) days before the meeting. The dues schedule shall be stated on the membership application form.

- 7.2 Due Date: Dues shall be payable to the Secretary-Treasurer on January 1 of each year and are payable through January 30 of each year.
- 7.3 Arrears: No member shall be entitled to vote unless dues are paid for the current year. Any member in arrears of dues at the time of the annual meeting shall be removed from the membership roll. Any member who has been removed from the roll shall be reinstated only upon payment of all delinquent dues and assessments, subject to the provisions of Article II.
- 7.4 Membership Renewal: After retirement from the fire service, and, subject to the provisions of Article II, a member in good standing may renew membership in this Association by the payment of annual dues.

ARTICLE VIII: ELECTIONS

- 8.1.1 Nominees: The Nominating Committee shall recruit a list of nominees for each open office of the Association to be presented at the October Meeting.
- 8.1.2 Additional Nominations: Nominations for each office may also be offered from the floor in addition to the nominees presented by the Nominating Committee.
- 8.1.3 Acceptance of Nomination: Nominees presented by the Nominating Committee must have agreed to accept the nomination prior to presentation. Nominees from the floor must be present to accept the nomination at the October meeting.
- 8.1.4 Letter of Endorsement: All members seeking election to office must provide, or have on file, a letter of endorsement from their employer prior to the October meeting.
- 8.2 Date of Election: Officers shall be elected at the October meeting.
- 8.3.1 Election of Officers: Election of Officers shall be by written ballot, provided however, that in the event there is no opposition for a particular office, the nominee may be elected unanimously by acclamation of all members present.
- 8.3.2 Election Requirements: A majority of voting members present shall be required to elect a member to office. If a majority is not achieved, the person receiving the least amount of votes shall be eliminated. Additional ballots shall be cast until a majority vote is obtained.
- 8.3.3 Tie Vote: In the event of a tie vote, a second ballot shall be cast. This procedure shall be continued until a majority vote is obtained.
- 8.3.4 Installation of Officers: All officers, including those newly elected, shall be duly installed at the December meeting.

- 8.4 Appointment of Regional Director to MAFC Board of Directors: The Executive Board shall appoint a member of the association to serve as Regional Director on the Michigan Association of Fire Chiefs Board of Directors. The term shall be for a period of two (2) years.

ARTICLE IX: MEETINGS

- 9.1 Parliamentary Procedure: The rules contained in the current edition of Robert's Rules of Order shall govern parliamentary practice in all meetings of the association. The Constitution & Bylaws shall supersede Robert's Rules of Order.
- 9.2 Quorum: A quorum shall be required for all Association meetings.

Executive Board: A quorum shall consist of four (4) voting members.

Committee/Section: A quorum shall consist of a simple majority.

Membership: A quorum shall consist of not less than twelve (12) voting members.

ARTICLE X AMENDMENTS TO THE CONSTITUTION

- 10.1 Amendments/Alterations: The Constitution and Bylaws may be amended or altered at the October meeting or at any special meeting called for that purpose by an affirmative vote of two-thirds (2/3) of the members present and qualified to vote, provided that previous notice of the proposed alternation or amendment/s have been presented at the previous meeting, or no less than thirty (30) days prior to the meeting.

ARTICLE XI: BYLAWS

- 11.1.1 Annual Meeting: The Annual Meeting shall be held in December. The business of the Annual Meeting shall include changes to the Constitution & Bylaws, the installation of the Association Officers and approval of applications for membership.
- 11.1.2 Special or Emergency Meetings: Special or emergency membership meetings may be called by the President or by any twelve (12) active members of the Association who petition the President. The place and time shall be determined by the President and proper notice of at least five days shall be given to all active members. Special or emergency Executive Board meetings may be called by the President or by three (3) members of the Executive Board.
- 11.2 Fiscal Year: The fiscal year of the Association shall be from January 1 through December 31 of each year.
- 11.3 Applications for Membership: Applications for Membership shall be accompanied by the current dues.

ARTICLE XII: DISTRIBUTIONS

- 12.1 No part of the net earnings of the Association shall inure to the benefit of, or be distributable to members, Directors, officers, or other private persons, except that the Association 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 1 hereof.

Notwithstanding any other provision of these articles, the Association 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 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 XIII: DISSOLUTION

- 13.1 Upon the dissolution of this Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all assets of the Association, exclusively for the purposes of the Association 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes of to such organization or organizations, as said Court shall determine, which are organized or operated exclusively for such purpose.