

# MONTANA STATE FIRE CHIEFS' ASSOCIATION BY-LAWS

## ARTICLE I – NAME, MISSION, CORPORATION

SECTION 1 – NAME: The name of this organization shall be the Montana State Fire Chiefs' Association.

SECTION 2 – MISSION: The mission of the Montana State Fire Chiefs' Association is to provide a forum for the continuous improvement of fire protection, prevention, emergency medical and rescue services for the people of Montana. To carry out this purpose, the Association shall:

- a) Provide for the meetings of chief officers and other interested persons to discuss ways and means to better serve our public and to develop a bond of friendship and understanding among its members;
- b) Serve as the recognized organization in Montana for the collection and exchange of ideas, information, knowledge, and experience in areas affecting fire and emergency services;
- c) Develop and provide programs dedicated to the betterment and continual wellbeing of the fire service and to the attainment of its goals and objectives;
- d) Collaborate and cooperate with organizations to promote programs that further the goals and objectives of the fire service;
- e) Provide for review of legislative developments and provide information on how it affects the fire service or life safety in a nonpartisan, coordinated manner;
- f) Provide for the professional development of our members;
- g) Other activities as directed by the Association.

SECTION 3 – INCORPORATION: This Association shall be incorporated in the State of Montana as provided by law. Its Constitution and Bylaws at the time of incorporation, or as hereafter amended, shall be subservient to the Articles of Incorporation.

## ARTICLE II – OFFICERS

SECTION 1 – BOARD: The Board of Directors of the Association shall consist of nine (9) members, three elected from the Career Chief Officers' Section, three elected from the Combination Chief Officers' Section and three elected from the Volunteer Chief Officers' Section.

SECTION 2 – OFFICERS: The Officers of this Association shall consist of the Chairperson, Vice Chairperson, and 2<sup>nd</sup> Vice Chairperson. These Officers shall consist of one Board member from each Section, elected by the Board of Directors.

SECTION 3 – APPOINTED POSITIONS: The **Secretary/Treasurer** shall be appointed by the Board of Directors, and shall serve at the pleasure of the Board. The Secretary/Treasurer may or may not be a member of the Board of Directors or of the Association. The **Western Fire Chiefs' Association Director (MT Vice President)** shall be appointed by the Board of Directors from the membership for a term of three (3) years. This position shall be a non-voting member of the MSFCA Board of Directors, unless the appointee is one of the nine (9) elected Directors.

SECTION 4 – TERMS OF OFFICE: Elected officers from the Sections shall hold office for three (3) years or until their successor has been elected or qualified. Elected officers' term of office shall officially start at the close of the elections or on a date specified by the Board. All terms shall be staggered.

SECTION 5 – REMOVAL OF OFFICERS: Any officer shall be removed from office for any of the following reasons:

- a. Conviction of a felony
- b. Misfeasance, malfeasance, or nonfeasance in office
- c. Failure to participate in meeting and conference calls

d. Loss of qualification, i.e., loss of status as chief officer

Provided, however, that such removal shall not be effective unless and until the evidence has been reviewed by, and a determination made by the Board of Directors; provided further, however, that the Board shall meet within forty-five (45) days of the date of filing and any charges made upon an officer to deliberate the issue, declare its findings, and take necessary action.

SECTION 6 – FILLING OFFICER VACANCY: A vacancy occurring in any office shall be immediately filled with an appointment from the appropriate Section by the Board of Directors. If a Section fails to form or fails to elect Directors the Board shall appoint Directors for that Section until such time as the Section can form and/or properly elect Directors.

### **ARTICLE III – DUTIES OF OFFICERS / POSITIONS**

SECTION 1 – CHAIRPERSON: It shall be the duty of the Chairperson to preside at all meetings of the Association and its Board of Directors, appoint all committees not otherwise provided for, cause a report to be made on all activities, and perform such other duties as may be required of this office by annual conference or the Board of Directors. This position shall be appointed by the Board of Directors for a two (2) year period.

SECTION 2 – VICE CHAIRPERSON: In the absence or inability of the Chairperson to serve, the Vice Chairperson shall perform all the duties of that office. When the Chairperson is presiding, the Vice Chairperson shall assist that officer in every way possible. Should a vacancy occur in the office of the Chairperson, the Vice Chairperson shall at once assume all the duties and responsibilities of that office. This position shall also be appointed by the Board of Directors for a two (2) year period.

SECTION 3 – 2<sup>nd</sup> VICE CHAIRPERSON: In the absence or inability of the Chairperson and Vice Chairperson, the 2<sup>nd</sup> Vice Chairperson shall perform all the duties of those positions as required. Should a vacancy occur in either or both of the Chairperson and Vice Chairperson positions, the 2<sup>nd</sup> Vice Chairperson shall perform the duties of the vacant office(s) until a permanent replacement can be appointed by the Board. The 2<sup>nd</sup> Vice Chairperson shall serve as the Elections Committee Chair.

SECTION 4 – VOLUNTEER CHIEFS' SECTION DIRECTORS (3): There will be three (3) Volunteer Chiefs' Section Directors who shall be elected by the Volunteer Chiefs' Section of the MSFCA. The Volunteer Chiefs' Section Directors shall represent the interests of the Volunteer Section of the MSFCA while serving on the MSFCA Board of Directors. These Directors shall actively participate in the business and activities of the Volunteer Chiefs' Section of the MSFCA and at least one of them shall report on the Section's activities during MSFCA Board meetings.

SECTION 5 – CAREER CHIEFS' SECTION DIRECTORS (3): There will be three (3) Career Chiefs' Section Directors who shall be elected by the Career Chiefs' Section of the MSFCA. The Career Chiefs' Section Directors shall represent the interests of the Career Chiefs' Section of the MSFCA while serving on the MSFCA Board of Directors. These Directors shall actively participate in the business and activities of the Career Chiefs' Section of the MSFCA and at least one of them shall report on the Section's activities during MSFCA Board meetings.

SECTION 6 – COMBINATION CHIEFS' SECTION DIRECTORS (3): There will be three (3) Combination Chiefs' Section Directors who shall be elected by the Combination Chiefs' Section of the MSFCA. The Combination Chiefs' Section Directors shall represent the interests of the Combination Chiefs' Section of the MSFCA while serving on the MSFCA Board of Directors. These Directors shall actively participate in the business and activities of the Combination Chiefs' Section of the MSFCA and at least one of them shall report on the Section's activities during MSFCA Board meetings.

SECTION 7 – WFCA DIRECTOR (MONTANA VICE PRESIDENT of the WESTERN FIRE CHIEFS' ASSOCIATION): The Montana Vice President of the Western Fire Chiefs' Association shall represent the Montana State Fire Chiefs' Association at the meetings of the Western Fire Chiefs' Association.

He/she shall report on the activities of the WFCA **after each meeting AND** at the conference and provide an annual written report to the MSFCA Board. This position shall be appointed by the Board of Directors from the membership.

SECTION 8 – SECRETARY/TREASURER: It shall be the duty of the Secretary/Treasurer to keep a complete record of the proceedings of the Association and its Board of Directors. The Secretary/Treasurer shall be exempt from the payment of dues. The Board may elect to contract for these services and leave this position vacant.

#### **ARTICLE IV – BOARD OF DIRECTORS**

SECTION 1 – BOARD: The Board of Directors of the Association shall consist of nine (9) members, three (3) elected from the Career Chiefs' Section, three (3) elected from the Combination Chiefs' Section and three elected from the Volunteer Chiefs' Section.

SECTION 2 – EX-OFFICIO DIRECTORS: *Ex-Officio* Directors shall consist of the State Fire Marshal, Director of the Fire Service Training School, and Chief of the Fire & Aviation Management Bureau, Department of Natural Resources and Conservation. They shall act as advisors to the MSFCA Board, with no voting privileges.

SECTION 3 – MEETING OF THE BOARD OF DIRECTORS: The Board of Directors and such other members of the Association as the Board may see fit for the proper transaction of business, shall meet annually or whenever a majority of the Board may deem it necessary at such time and place as they shall designate. The meeting agenda shall be noticed to all members by posting on the Association website or by any other method designated by the Board not less than 48 hours prior to the meeting. All agenda items shall clearly describe actions considered by the Board.

SECTION 4 – BOARD OF DIRECTOR QUORUM: A majority of voting members of the Board with at least one Director from each Section shall constitute a quorum for the transaction of business.

#### **ARTICLE V – DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

SECTION 1 – DUTIES: It shall be the duty of the Board of Directors to conduct all business of the Association not otherwise provided; set policy as needed for operation of the Board and/or the Association; cause to be made an audit of all books and accounts of the Association, such audit to be presented at the biennial conference; to have the Board of Directors bonded in the amount to be determined by the Board, the cost of said bond to be paid by the Association.

SECTION 2 – POWERS: The Board of Directors shall have the power to expend the funds of the Association to accomplish the objectives of the Association; to open bank and investment accounts; to pay the Secretary/Treasurer or his/her appointed assistant; to hire an Executive Director or staff as necessary; to establish a headquarters, to rent office space, and pay the necessary incidental expenses in connection with the maintenance of the headquarters; or to contract for management services.

SECTION 3 – EXPENSES: No officer or member shall incur any expense in the name of the Association without the authority of the Board of the Directors. The necessary expenses of members attending the Board meetings shall be paid at a *per diem* rate set by the Board of Directors, to include lodging, meals, and incidentals for the number of days involved at the meeting and necessary travel time and transportation.

SECTION 4 – OTHER DUTIES AND POWERS: The Board of Directors shall perform such other duties and exert such other powers as required and authorized in these ByLaws or by the Association at an annual meeting.

SECTION 5 – REVIEW AND OVERRIDE: Any action of the Board of Directors will be subject to review at the annual meeting of the Association, and a two-thirds' (2/3) vote of the active membership voting may override any action taken by the Board of Directors.

## **ARTICLE VI – SECTIONS, COMMITTEES and DIVISIONS**

SECTION 1 – SECTIONS: Sections shall be managed as prescribed by the Board of Directors; members may participate and vote in multiple Sections; however, a member shall only vote in one Section for the purpose of electing a Director.

SECTION 2 – COMMITTEES: In addition to those committees provided for, the following permanent committees are established, whose chairperson and members shall hold office until replaced or changed by the Chairperson.

- a. Audit Committee
- b. Elections Committee
- c. Resolution Committee
- d. Membership Committee

SECTION 3 – DIVISIONS: The following permanent Divisions are established. These Divisions shall function as working groups within the membership of the organization for the purpose of exploring and solving issues specific to their Division and working with appropriate allied groups of similar interest and concern.

- a. EMS Division
- b. Fire and EMS Officers' Division
- c. Technical Response Division
- d. Wildland Fire Division
- e. Training Division
- f. Life Safety/Fire Marshals' Division
- g. Disaster and Emergency Management Division
- h. Other Divisions as created by the Board and/or the membership

Each committee and Division shall be required to submit a written report of its activities after each meeting and as directed by the Board. A Division can be created or dissolved by a 2/3 majority vote of the Board of Directors.

SECTION 4 – SPECIAL COMMITTEES: The Chairperson may appoint temporary special committees from time to time, on any subject deemed necessary for the benefit of the Association.

## **ARTICLE VII – MEMBERSHIP**

SECTION 1 – MEMBERS: Membership of this Association shall consist of:

- |                   |               |
|-------------------|---------------|
| a. Active         | d. Life       |
| b. Active Retired | e. Honorary   |
| c. Associate      | f. Sustaining |

SECTION 2 – ACTIVE: Active members shall be fire officers of regularly organized public or private fire departments, state and local fire marshals and training agencies, officers of nationally-recognized fire prevention, control, and suppression organizations, EMS or rescue organizations

SECTION 3 – ACTIVE RETIRED: Active Retired shall consist of active members of the Association who have retired.

SECTION 4 – ASSOCIATE: Associate members shall consist of governmental officials not otherwise eligible for membership, members of fire departments other than officers, and individuals representing firms and corporations.

SECTION 5 – LIFE: Any retired member who has been a member in good standing for at least 15 years may become a Life member, provided such action has the approval of the Board of Directors.

SECTION 6 – HONORARY: Honorary members shall be elected by simple majority vote of active voting members.

SECTION 7 – SUSTAINING: Sustaining members shall consist of individuals, corporations, groups, and/or associations as described by the Board.

SECTION 8 – ELIGIBILITY TO VOTE AND HOLD OFFICE: Active members of this Association in good standing shall be eligible to hold elective office and have the right to vote.

SECTION 9 – DECISION OF QUESTIONABLE CLASSIFICATION: Any and all disputes involving eligibility of membership shall be decided by a vote of the Board of Directors of this Association.

### **ARTICLE VIII – DUES**

SECTION 1 – DUES: The annual dues shall be due and payable on January 1<sup>st</sup> of each year. The dues amount is set by the Board. Memberships are not transferable, and dues paid are not refundable. Sections shall have the authority to set the amount of Section dues with the approval of the Association Board. Section dues shall be paid by their members in addition to Association dues. Life and Honorary members' dues may be waived by the Board.

### **ARTICLE IX – ANNUAL MEETING**

SECTION 1 – SELECTION OF PLACE AND DATE: The annual meeting of the Association shall be held at such place and date as designated by action of the Board of Directors.

SECTION 2 – NOTIFICATION OF PLACE AND DATE: The time and place of the annual meeting shall be furnished to all members in a manner approved by the Board not less than 30 days prior to the meeting.

SECTION 3 – VOTING: Voting shall be by voice or standing vote at meetings, provided however, that a written ballot shall be taken upon motion passed by Active members voting. Electronic and/or mail balloting shall be allowed in all matters. Ballots shall be retained by the Chair of the Elections Committee for a minimum of 30 days and then shall be destroyed.

SECTION 4 – RESOLUTIONS QUALIFICATIONS: All resolutions to be considered shall be submitted to the membership not later than thirty (30) days prior to the opening of the annual meeting or seven (7) days prior to the mailing of, or submission of electronic ballots. Resolutions shall be typewritten, in proper form, bearing the signature of the member submitting it and the name of the department or organization with which he/she is affiliated. Resolutions may be submitted by the Resolutions Committee, or an Active member of the Association. These members must be in good standing.

SECTION 5 – RESOLUTIONS OF EMERGENCY NATURE: Resolutions which are of such an emergency nature that compliance with requirements of these Bylaws was impossible, may be considered at the conference or annual meeting only after the Board of Directors have approved the resolution as an emergency measure.

SECTION 6 – NOMINATIONS AND ELECTIONS: Election of the Board of Directors shall be carried out by the Elections Committee in a manner proscribed by the Board of Directors. If mail or electronic balloting is utilized, the Board shall establish a reasonable timeline in order for the Elections Committee

to report on the election at the annual meeting. The Elections Committee shall present their report on the results of all ballot issues and elections at the meeting.

## **ARTICLE X – CONFERENCE**

**SECTION 1 – SELECTION OF PLACE AND DATE:** The conference of the Association shall be held at such place and date as designated by action of the Board of Directors.

**SECTION 2 – NOTIFICATION OF PLACE AND DATE:** The time and place of the conference shall be furnished to all members.

**SECTION 3 – BOARD APPROVAL OF PROGRAM REQUIRED:** The entire program of the conference shall be approved by the Board of Directors before being adopted or published.

**SECTION 4 – REGISTRATION FEE:** All members in attendance at, or wishing to participate in the conference, shall be required to pay a registration fee as determined by the Board.

**SECTION 5 – REGISTRATION FEE EXEMPTION:** Invited speakers or distinguished visitors shall be permitted to register and receive the courtesies of the conference without payment of a registration fee, upon approval of the Board.

**SECTION 6 – PRIVILEGE LIMITATIONS:** No member in arrears for dues and/or failing to pay the registration fee while at the annual conference shall be entitled to privileges enjoyed by registered members.

## **ARTICLE XI – AMENDMENTS TO BYLAWS**

**SECTION 1 – TWO-THIRDS AFFIRMATIVE VOTE AND ADVANCE NOTICE REQUIRED:** The ByLaws may be amended by a two-thirds (2/3) affirmative vote of the active membership voting, provided that Active members of this Association shall have been given appropriate notice of the proposed amendment thirty (30) days prior to the conclusion of voting.

**SECTION 2 – EFFECTIVE DATE:** Such amendment shall become effective thirty (30) days after adoption.

## **ARTICLE XII – RULE OF ORDER**

**SECTION 1 – PRESERVING ORDER AND DECORUM:** The presiding officer shall preserve order and decorum, and shall take no part in debates while he/she is presiding. All questions of order shall be decided by the presiding officer, subject to an appeal to the Board. Upon such an appeal the vote shall be taken without debate. The presiding officer may state his/her reason for the decision given and shall put the question as follows: "Shall the decision of the Chair be sustained?" A two-thirds (2/3) majority of those Board members voting shall be necessary to reverse the decision of the Chair.

**SECTION 2 – PROCEDURE FOR SPEAKING OR MAKING A MOTION:** Every member when speaking or offering a motion shall rise, state their name and agency affiliation, and respectfully address the presiding officer. When finished speaking, they shall at once be seated.

**SECTION 3 – PROCEDURE FOR TWO OR MORE PERSONS RISING:** When two or more members rise to speak at the same time, the presiding officer shall decide who is entitled to the floor.

**SECTION 4 – PREVIOUS QUESTION:** A motion to take the previous question shall always be in order and must be put without debate, and if supported by a two-thirds (2/3) vote of the members present, voting shall be declared carried, and no further debate or amendments shall be in order until the main question shall have been decided.

SECTION 5 – MOTION TO ADJOURN: A motion to adjourn shall always be in order, except when a member is in possession of the floor, or a vote is being taken, or it has been decided that a vote be now taken. A motion to adjourn is not debatable, but a motion to adjourn to a given time is open to debate.

SECTION 6 – RULES OF ORDER: In any question coming before the membership for which no provision has been made in the Constitution, ByLaws or Rules of Order, the presiding officer shall be guided by the rules laid down in Robert’s Rules of Order.

**ARTICLE XIII – MISCELLANEOUS**

SECTION 1 – FISCAL YEAR: The fiscal year of this Association shall be from January 1 to December 31.

SECTION 2 – DISSOLUTION: Should the Association be dissolved, all its assets shall be transferred or given to a qualified 501(c)3 organization benefiting the fire service.

SECTION 3 – BYLAWS ADOPTED: These revised and amended ByLaws were approved and adopted \_\_\_\_\_ as shown by the annual meeting of the Association held in Helena, Montana, and shall supersede all other ByLaws promulgated therefore.

President: _____	Ken Mergenthaler
1 <sup>st</sup> Vice President: _____	Rich Cowger
2 <sup>nd</sup> Vice President: _____	Tom Kuntz
WFCA MT Vice President: _____	Brett Waters
Director: _____	Jason Manley
Director: _____	Brian Crandell
Secretary/Treasurer (if appointed): _____	