

Minnesota State Fire Chiefs Association Bylaws

This instrument constitutes the By-Laws of the Minnesota State Fire Chiefs Association, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I.

CORPORATE SEAL, FISCAL YEAR, AND REGISTERED OFFICE

Section 1.1. The corporation shall not have a seal.

Section 1.2. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1 of each year and end on the succeeding December 31.

Section 1.3. The registered office of the corporation shall be the current address of the Association President and the corporation shall have other such offices as the Board of Directors may from time to time determine.

ARTICLE II.

MEMBERS

Section 2.1 Type. The membership of the corporation shall consist of six (6) classes of members. The term of membership shall be one calendar year from the application acceptance unless specifically noted otherwise and shall not be transferable.

Section 2.1.1 Active Member. An active member shall meet one of the following qualifications: Any person who is actively employed as a fire chief, and any other command/supervisory/chief officer as designated by the fire chief of a Minnesota municipal or private fire department. The Minnesota State Director of Fire Service Training, the Minnesota State Fire Marshal, Section Manager of the Division of Forestry for the Department of Natural Resources and the State Director of Emergency Management are also eligible for this class. In the event any member shall file with the Executive Director, written objection to any application within thirty days after receipt of such notice, the application shall be submitted to the Board of Directors and shall require the affirmative vote of two-thirds of the members of that entire Board for admission of the applicant.

Section 2.1.2 Associate Member. An associate member shall meet one of the following qualifications: Any person who is a fire department line officer who is not included in Section 2.1.1 and is an active or employed member of a municipal or private fire department; the Minnesota State Fire Marshal's Office, Minnesota State Colleges and Universities, Technical College Fire or EMS Instructor; F.I.R.E./EMS Center; Division of Emergency Management, Division of Forestry for the Department of Natural Resources and consultants, vendors, fire protection engineers, educators, elected officials, institutional or private fire department officials and other agencies. In the event any member shall file with the Executive Director written objection to any application for associate membership, the Executive Director shall make an investigation. If the Executive Director believes the application for associate membership should be denied, Executive Director shall notify the applicant to that effect. If the Executive Director believes that the application cannot be denied, the member who has made the objection shall be advised. Either the applicant or the member may appeal the action of the Executive Director to the Board, and the decision of the Board is final.

Section 2.1.3 Life Member. An individual, meeting the Lifetime Membership criteria established by the Board of Directors, shall be eligible to be nominated for Lifetime Membership to the Minnesota State Fire Chiefs Association upon retiring from active service.

Section 2.1.4 Sustaining Member. Sustaining membership is limited to corporations, companies, partnerships and any organization in the fire equipment, prevention, suppression, detection, business and any other business organization interested in better fire protection. Individual representatives of sustaining member organizations are eligible to become associate members. The Executive Director is authorized to approve memberships in this category.

Section 2.1.5 Honorary Member. An honorary member may be nominated by any active or associate member because of distinguished public service. No person who is eligible to be a member in the association shall be chosen as an honorary member. Anyone proposed by an active or associate member shall be accepted upon two-thirds vote at any membership meeting. Honorary members are for life and they shall not be required to pay dues to sustain membership.

Section 2.1.6 Retired or Past Member. Any person having met the requirements of Article II, Section 2.1.1 or 2.1.2 for a minimum of five years, shall be eligible to become a retired or past member upon application and certification of eligibility by the Executive Director.

ARTICLE III MEMBERSHIP MEETINGS

The annual membership meeting shall be the fall meeting held in conjunction with the annual conference. The Association may also hold a spring meeting for the purpose of any interim business that may come before the Association.

Section 3.1. Annual Meeting. The Board of Directors shall establish the date and place of the annual fall meeting of the Association or other meetings of the general members at the annual meeting of the Board, and shall cause to have the date and place of such meetings published at least 90 days in advance. A conference committee shall be appointed by the President and charged to assist the meeting host to assure that policies of the Association are followed concerning arrangements, scheduling of events and financing. Those wishing to apply to host the annual fall meeting must submit their request three years in advance at the fall meeting of the Association. In the event that there are no applicants to host the annual fall meeting for any given year, the Board of Directors is empowered to solicit and designate an annual fall meeting site.

Section 3.1.1 Order of Business. The order of business at membership meetings shall be as follows:

1. Reports of Officers
2. Reports of Standing Committees
3. Reports of Special Committees
4. Unfinished Business
5. New Business
6. Elections (odd numbered years at annual Fall meeting)
7. Adjournment

Section 3.2 Special Meeting. Special meetings may be called by a majority of the Board of Directors or by at least 50 members with voting rights or ten percent of the members with voting rights, whichever is less. If the request for a special meeting is from the members, the demand for the special meeting shall be signed and dated by the members demanding the meeting. The signed dated request shall be delivered to the President or the Executive Director and must contain a statement as to the purpose of the meeting. The business transacted at a special meeting is limited to the purpose stated within the meeting notice.

Section 3.3 Quorum. Unless otherwise provided by law or these By-Laws, a quorum for a meeting of members is ten percent (10%) of the members entitled to one vote at any membership meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Responsibilities. The affairs of the corporation shall be managed by or under the direction of a Board of Directors who shall be seated or selected as outlined in Section 4.2.

Section 4.2 Board of Directors. The Board of Directors will consist of voting members with full privileges as outlined in Section 4.2.1 and non-voting ex-officio members as outlined in Section 4.2.2 who shall have all the rights and privileges of voting members with the exception of not having the right to vote on board actions.

Section 4.2.1 Voting Members of the Board of Directors. Following the election of officers at the annual fall membership meeting and prior to January 1, the President-elect shall appoint a Board of

Directors consisting of one member and one alternate from each fire department region as defined and provided in the Minnesota Fire Department Association By-Laws, the chiefs of cities of the first class, the State Fire Marshal, the State Director of Fire Service Training, the elected officers of the Minnesota State Fire Chiefs Association, the IAFC Great Lakes Division representative and the Past Presidents who are “active members” of the Minnesota State Fire Chiefs Association. All appointed directors positions are for a term of two years.

Section 4.2.2 Ex-Officio Non-Voting Members of the Board of Directors. The Minnesota elected officer of the Great Lakes Division of the International Association of Fire Chiefs, the Editor of the “Minnesota Fire Chief” magazine, the Section Manager of the Division of Forestry for the Department of Natural Resources, the State Director of Emergency Management, the Parliamentarian, the State Director of Fire Service Training, Past Presidents other than the immediate Past President who are “active members” of the Minnesota State Fire Chiefs Association, and the Executive Director of the Minnesota State Fire Chiefs Association shall be non-voting members of the Board of Directors.

Section 4.2.3 Emeritus Board Members. Notwithstanding any other provisions of the bylaws, the Board of Directors may appoint one or more persons as a board member emeritus. Those appointed as a board member emeritus will have all prerogatives accruing to the position except this position will be non-voting at meetings of the Board.

Section 4.3 Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum for the transactions of business, and acts of a majority of the Board present at a meeting in which a quorum is present shall be the acts of such Board.

Section 4.4 Written Action. The Board of Directors, in the absence of a meeting, providing the following conditions have been met, may take action without conducting said meeting.

1. A written statement of the item to be acted upon sent to all Board members.
2. A telephone or written poll of all voting members of the Board must be attempted.
3. Where a telephone poll is used, a written acknowledgement must be received from a majority of Board members within 10 days.
4. A written summary of the action taken as result of the poll must be mailed to all Board members within 10 days.
5. If any of the conditions listed above are not met, no action can be taken.

Section 4.5 Audit. The Board of Directors shall cause to be made an audit of all books and accounts as they deem necessary from time to time but in no circumstance should more than three (3) years expire without an audit being conducted.

Section 4.6 Regular and Annual Meetings. The Board of Directors shall have regular meetings at such time and places as determined by the Board. The annual meeting of the Board of Directors shall be held as soon as possible after January 1 of every year but in all cases it shall be held prior to the annual fall meeting of the membership.

Section 4.7 Special Meetings. The President shall call a special meeting of the Board of Directors when so requested by a majority of the Board of Directors, or whenever the President determines it to be necessary. Except when the President determines that an unusual emergency exists, at least five (5) days notification shall be given and the reason for the special meeting stated.

Section 4.8 Committee Authorization. The Board of Directors shall authorize the President to establish one or more committees to assist the Board in the management of the business of the Association to the extent determined by the Board.

Section 4.9 Removal. A director may be removed from office, with or without cause, by a two thirds (2/3) vote of the entire Board of Directors in a duly held Board meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating the removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 4.9.1 Proxy Voting. If a director is unable to attend a meeting where removal of a director is on the agenda, then that director may vote by proxy on the removal, and shall deliver such vote prior to the meeting in written form. Such form may include a facsimile and in all cases should be delivered to the President.

Section 4.10 Retirements, Resignations and Vacancies. In the event that a “member” retires or resigns from the fire service while holding any appointed director position, they may continue to hold said office at their discretion until the expiration of their term providing that they will be able to carry out the duties and obligations of the office. If any appointed director position becomes vacant by reason of death, resignation, retirement or otherwise, the President shall appoint a successor who shall be from that region to fill the unexpired term.

Section 4.11 Expenses. Expenses for all regular and special meetings herein authorized shall be determined by the Board of Directors.

Section 4.12 Executive Board. The Association shall have an Executive Board which is to be comprised of the President, Vice-President, Executive Director and three Directors selected from among the Board of Directors as provided in 4.2.1. The Executive Board shall act in the absence of a Board of Directors meeting and have authority to oversee the responsibilities of the day-to-day operations of the Association as authorized by the Board of Directors, and to recommend the position of Executive Director.

Section 4.13 Selected Executive Board Members. The President-elect shall select, subject to Board of Directors approval, three members from the Board who shall serve as Executive Board members.

ARTICLE V OFFICERS

Section 5.1 Elected Officers. The elected officers of the Association shall consist of a President and Vice-President. The President and Vice-President shall be elected by the membership at the annual fall membership meeting held in odd numbered years.

Section 5.2 Appointed Officers. The Executive Board shall make recommendations for the position of Executive Director to the Board of Directors who will make the appointment. The person so appointed will serve at the pleasure of the Board with such other stipulations as the Board of Directors, from time to time, may decide upon.

Section 5.3 Terms. The elected officers shall have a term of office consisting of two years starting January 1 after the election.

Section 5.4 Eligibility. Only a member, as defined in Article II, Section 2.1.1, shall hold the position of President or Vice-President or appointment to the Board of Directors of the Minnesota State Fire Chiefs Association.

Section 5.5 Retirements. In the event that a “member retires” from the fire service while holding an elective office, they may continue to hold said office at their discretion until the expiration of their term providing that he/she will be able to carry out the duties and obligations of the office.

Section 5.6 Vacancies and resignations. In the event of a vacancy occurring in the office of the President, the Vice-President shall immediately be directed by the Board of Directors, in a formal session, to assume all the duties and authorities of the vacant office. An acting Vice President shall be elected by the Board of Directors for the unexpired term.

Section 5.7 Duties. The duties of the officers of this corporation shall be;
President:

- A. Shall be the official representative for the Association.
- B. Shall preside as chair at all membership meetings of the Association.

C. Shall appoint all committee members, except the Nominating Committee, and other official representatives of the MSFCA the Board of Directors shall deem advisable, as provided for in Articles IV and VI of these By-Laws.

D. Shall perform such duties prescribed by the Board of Directors, and shall sign all checks and papers on behalf of the Association, that require the President's signature.

E. Shall be a member of the Executive Board.

F. Shall preside as Chair of all Board meetings.

G. Shall be responsible for suggesting and promoting short and long range planning goals for the Association.

H. Shall appoint nominating committee members as provided in Section 7.2.

Vice-President:

A. In the absence or inability of the President to perform all the duties of the office, the Vice-President shall immediately assume all the duties and responsibilities of the office of the President.

B. Shall serve as the Chair of the Policy and Editing Committee.

C. Shall perform such duties as requested by the President.

D. The Vice-President shall serve as a member of the Executive Board.

Executive Director:

The Board of Directors may employ an Executive Director and the duties, terms of employment, and compensation of the Executive Director shall be defined in a job description and compensation package as approved by the Board of Directors and reviewed and amended on an annual basis. The Board of Directors will provide for the Executive Director to be bonded by an agency approved by the Board. The Executive Director shall report to the President of the Association.

ARTICLE VI COMMITTEES

Section 6.1 Authorization. The Board of Directors may act through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each committee shall have duties and responsibilities as granted to it from time to time by the Board of Directors. Each committee shall at times be subject to the control and direction of the Board of Directors.

Section 6.1.1 Committee Members. Committee members may be any class of Association member or non-member. Eligible non-members must become members before they can be appointed committee members.

Section 6.3 Expenses. Committee Chairs or their alternates are authorized to make the necessary expenditures for the effective operation of their committee within the limits of their annual budgets as approved by the Board of Directors.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 7.1 Election. At the annual fall meetings, held in an odd numbered year, the Association shall elect by ballot the officers enumerated in Article V, Section 5.1. Any candidate receiving a majority of all votes for any office shall be declared elected. If a candidate does not receive a majority, another ballot shall be taken on the two candidates who receive the largest number of votes.

Section 7.2 Nominations. Nominations shall be made by a nominating committee composed of the three most recent past presidents serving on the Board of Directors of the Association. If there are not three past presidents eligible, the President shall appoint a sufficient number from the other members to complete the personnel of the nominating committee.

Section 7.3 Candidates. Names may be placed in nomination by any member and presented to the nominating committee.

Section 7.4 Recommendations. The nominating committee shall submit a single slate of candidates, one for each office. At the time the nominating committee makes the nominations for each elective office, additional nominations by members may be made from the floor.

**ARTICLE VIII
PARLIAMENTARY RULE**

Section 8.1 Rules. The rules contained in a current edition of “The Scott, Foresman Edition of Robert’s Rules of Order” shall govern meetings of the members and the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Board of Directors may adopt.

**ARTICLE IX
DUES**

Section 9.1 Amount. The annual dues for all memberships shall be set by a majority vote of the Board of Directors and then subsequently approved by a majority vote of members present at the annual fall membership meeting.

Section 9.1.1 Adjustments. Membership dues may be adjusted annually by the Board of Directors by an amount capped at ten percent of the current rate if that action is approved by a majority vote of the Board. This increase will not require additional approval by the membership at the fall meeting. Any adjustment needs greater than a ten percent increase would require adoption by the membership at the fall meeting.

Section 9.2 Delinquent. Any classification of membership of the Association whose dues are in arrears for a period of three (3) months shall be suspended from membership.

**ARTICLE X
DEFINITIONS**

Section 10.1 Municipal Fire Department. The fire department of any local government of general jurisdiction legally constituted under Minnesota state laws, such as town, village, borough, township, city or county, and legally constituted units of state and federal governments; and independent non-profit fire department organizations.

Section 10.2 Fire Chief. The chief administrative officer or department head of the fire service organization.

Section 10.3 Private Fire Department. Any entity or organization providing fire suppression and prevention services not provided for in Section 10.1. Industrial fire brigades qualify under this definition.

**ARTICLE XI
STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS**

Section 11.1 Responsibility. It is the responsibility of each officer and director of the Association to discharge their duties as a director in good faith, in a manner the person reasonably believes to be in the best interest of this corporation, and with the care an ordinary and prudent person in a like position would exercise under similar circumstances.

**ARTICLE XII
INDEMNIFICATION**

Section 12.1 Indemnification. Any person who at any time shall service or shall have served as director, officer, employee, or committee person of the corporation, and the heirs, executors and administrators of such person shall be indemnified by the corporation, in accordance with and to the fullest extent permitted by Minnesota State Statutes, Section 317A.521 as it may be amended from time to time.

**ARTICLE XIII
OFFICIAL PUBLICATIONS**

“The Minnesota Fire Chief Magazine” shall be the official publication of this Association.

**ARTICLE XIV
AMENDMENTS**

Section 14.1 Amendments. These By-Laws may be amended by a majority vote of the members of the association at the annual meeting. Amendments must be submitted to the Executive Director at least 90

days prior to the annual fall membership meeting. All proposed amendments shall be published in the July/August "Minnesota Fire Chief" magazine at least 30 days prior to the annual fall membership meeting. Proposed amendments may be initiated either by petition signed by not less than 30 members or by resolution of the Board.