

Minnesota State Fire Chiefs Association Bylaws

This instrument constitutes the Bylaws 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 designated by the Board of Directors 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 seven (7) classes of members. The term of membership shall be by calendar year 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 or equivalent or an Assistant Chief, Deputy Chief, Battalion Chief, District Chief, Fire Marshal as designated by the fire chief of a recognized Minnesota municipal or private fire department and are current on their membership dues. The Minnesota State Fire Marshal, Section Manager of the Division of Forestry for the Department of Natural Resources and the State Director of Homeland Security and 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. Only active members, as defined in this section are eligible to vote on Association business.

Section 2.1.2 Department Membership. A recognized Fire Department that is eligible for State Fire Aid, and the Department's Chief or equivalent, Deputy Chief(s) or equivalent, and Assistant Chief(s) or equivalent are each current active MSFCA members, is eligible for Department Membership. The Department members would be non-voting members of the Association with the exception of the current active member Chief officers.

Section 2.1.3 Associate Member. An associate member shall meet one of the following qualifications: Any person who is not included in Section 2.1.1 and is an active or employed member of a Minnesota municipal or private fire department; the Minnesota State Fire Marshal's Office, Minnesota State Colleges and Universities, Technical College Fire or EMS Instructor; Division of Homeland Security and 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 2.1.4 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 2.1.5 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 prevention or 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 2.1.6 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 2.1.7 Retired or Past Member. Any person having met the requirements of Article II, Section 2.1.1 or 2.1.3 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.

Section 2.1.8 Section Membership

Subject to the certification of membership by the MSFCA Board of Directors, a group of MSFCA members having specialized interests may, on attaining a number of active and/or associate members as approved by the Board of Directors, request to, and upon Board approval, form a section of the Association. Sections shall select their own executive committees. Sections shall not have representation on the MSFCA Board of Directors unless otherwise specified in Article IV, Section 4.2. Sections shall operate within the corporate structure of the Association and their by-laws shall be approved by the MSFCA Board of Directors and be consistent with the constitution and by-laws of the Association.

ARTICLE III

MEMBERSHIP MEETINGS

The fall membership meeting shall be held in conjunction with the fall conference. If a fall conference cannot be held, the Board of Directors may convene a fall membership meeting electronically. The Association may also hold a spring meeting for the purpose of any interim business that may come before the Association.

Section 3.1. Fall Membership Meeting. The Board of Directors shall establish the date and place of the fall membership meeting of the Association or other meetings of the general members at the fall 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. The Board of Directors is empowered to solicit and designate the fall membership meeting site.

The Board of Directors, at its discretion, may hold the annual fall membership meeting electronically, if there is a quorum participating to conduct business. Electronic membership meetings may be held telephonically, over the internet, or by video conference. Membership meetings by email or chat room are not acceptable. Electronic membership meetings, at a minimum, must provide conditions for opportunity for simultaneous aural communications. An electronic meeting, properly authorized, is treated as though it were a meeting at which all the members who are participating are present.

3.1.1 Rules for the Conduct of Electronic Meetings.

- A. The Board of Directors may determine that a meeting will be face to face, electronic, or a combination thereof.
- B. The Board must provide notice of a meeting and provide in the notice adequate description of how to participate and what if any contingency there is for malfunctions or technical difficulties.
- C. The meeting notes and record of any actions by the membership will be recorded by the Executive Director or their designee.
- D. The President or Vice President, must do an electronic roll call prior to the start of the meeting to ensure the meeting meets the quorum requirement
- E. At the conclusion of the electronic roll call, any voting member may raise a point of order if the quorum is in doubt. If no point of order is raised, the meeting can proceed.
- F. Any member seeking recognition to obtain the floor will address the President or Vice President seeking to be recognized. Once recognized, the member shall have the floor.
- G. Written motions may be submitted via electronic means to the President or Vice President during the meeting. Once submitted, the motion will be read into the

record. Verbal motions will be recorded by the Executive Director or their designee.

- H. All membership votes will be done via electronic roll call vote to ensure that all voting members participating in the electronic meeting are aware of the matter before them and afforded the opportunity to vote and non-voting members are not.
- I. Non-members may be allowed to participate in the meeting at the Board's discretion. Care will be taken to make sure that non-voting members are not allowed to vote.

Section 3.1.2 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 Results (odd numbered years at 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 Bylaws, a quorum for the purposes of calling a membership meeting to order shall be 100 members eligible to vote. Once the meeting is called to order, the quorum for transaction of business shall be a number equivalent to a simple majority of those in attendance at the time of business.

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 4.2.3 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. Members of the Board of Directors as elected by each region consisting of one MSFCA active member and one alternate MSFCA active member from each region as defined in section 4.2.2 (each region is entitled to one vote), the Cities of the First Class represented by one MSFCA active member from a City of the First Class and one alternate MSFCA active member from a City of the First Class (entitled to one vote) , the State Fire Marshal, the elected officers of the Minnesota State Fire Chiefs Association, the International Association of Fire Chiefs Great Lakes Division representative and the Immediate Past President who is an active member of the Minnesota State Fire Chiefs Association. Sections approved for Board representation by the MSFCA Board of Directors, one director and one alternate who are active members, may be recommended by each Section and approved by the President (each approved Section is entitled to one vote). Section Directors can be removed from the Board as detailed in Article 4 Section 4.10. All elected and appointed director's positions are for a term of two years.

Section 4.2.2 Regions, whose boundaries are determined by the Board of Directors shall be numbered and identified as follows:

- | | | |
|----------------------|---------------------------|-----------------------|
| 1 - Capital City | 2 - Northern | 3-Arrowhead |
| 4 - Northwest | 5 - Cuyuna | 6 - Lake |
| 7 - St. Croix Valley | 8 - North Suburban | 9 - West Central |
| 10 - Central | 11 - United Fire Fighters | 12 - Minnesota Valley |
| 13 - Southwest | 14 - South Central | 15 - Southeastern |

Section 4.2.3 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 Section Manager of the Division of Forestry for the Department of Natural Resources or their designee, the State Director of Homeland Security and Emergency Management or their designee, the Parliamentarian as appointed by the President, and the Executive Director of the Minnesota State Fire Chiefs Association shall be non-voting members of the Board of Directors.

Section 4.2.4 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 the privileges of the position except this position will be nonvoting at meetings of the Board.

Section 4.3 Quorum. A majority of the voting members of the Board of Directors (each region and section are entitled to one vote) 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 Electronic Board Meetings. The Board of Directors, at its discretion, may hold a meeting electronically, provided that there is a quorum participating to conduct business. Electronic Board meetings may be held telephonically, over the internet, or by video conference. Board meetings by email or chat room are not acceptable. Electronic Board meetings, at a minimum, must provide conditions for opportunity for simultaneous aural communications. An electronic meeting, properly authorized, is treated as though it were a meeting at which all the members who are participating are actually present.

4.4.1 Rules for the Conduct of Electronic Meetings.

- J. The Board of Directors may determine that a meeting will be face to face, electronic, or a combination thereof.
- K. The Board must provide notice of a meeting and provide in the notice adequate description of how to participate and what if any contingency there is for malfunctions or technical difficulties.
- L. The meeting notes and record of any actions by the Board will be recorded by the Executive Director or their designee.
- M. The President or Vice President, must do a roll call prior to the start of the meeting to ensure the meeting meets the quorum requirement
- N. At the conclusion of the roll call, any voting Board member may raise a point of order if the quorum is in doubt. If no point of order is raised, the meeting can proceed.
- O. Any Board member seeking recognition to obtain the floor will address the President or Vice President seeking to be recognized. Once recognized, the member shall have the floor.
- P. Written motions may be submitted via electronic means to the President or Vice President during the meeting. Once submitted, the motion will be read into the record. Verbal motions will be recorded by the Executive Director or their designee.
- Q. All Board votes will be done via roll call vote to ensure that all voting members participating in the electronic meeting are aware of the matter before them and afforded the opportunity to vote and non-voting members are not.
- R. Non-Board members may be allowed to participate in the meeting at the Board's discretion. Care will be taken to make sure that non-voting members are not allowed to vote.

Section 4.5 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 by email, electronic survey, or standard mail/messenger of the item to be acted upon sent to all Board members.
2. A telephone or written (email, electronic survey, or standard mail/messenger) poll of all voting members of the Board must be attempted.
3. Where a telephone poll is used, a written (email or standard mail/messenger) 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 or emailed to all Board members within 10 days.
5. If any of the conditions listed above are not met, no action can be taken.

Section 4.6 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 4.7 Regular and Fall Meetings. The Board of Directors shall have regular meetings at such time and places as determined by the Board. The first meeting of the Board of Directors, each year shall be held as soon as possible after January 1 of every year but in all cases it shall be held prior to the fall meeting of the membership.

Section 4.8 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 4.9 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 4.10 Removal. A director may be removed from office, with or without cause, by a two thirds (2/3) vote of the voting members of the 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 4.10.1 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, email, or standard mail/messenger and in all cases should be delivered to the President.

Section 4.11 Vacancies. If any elected or appointed director position becomes vacant due to death, resignation, retirement, or otherwise, the President after consulting with the region shall appoint a successor who shall be from that region to fill the unexpired term.

Section 4.12 Expenses. Expenses for all regular and special meetings herein authorized shall be determined by the Board of Directors.

Section 4.13 Executive Committee. The Association shall have an Executive Committee which is to be comprised of the President, Vice-President, and three Directors selected from among the Board of Directors as provided in 4.2.1. The Executive Director shall be an ex-officio member of the Executive Committee. The Executive Committee 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 4.14 Selected Executive Committee Members. The President-elect shall select, subject to Board of Directors approval, three members from the Board who shall serve as Executive Committee members.

Section 4.15 Discipline Committee

The Board of Directors shall act as the Committee on Discipline for the Association.

1. In the event of possible disciplinary issues with a member of the Association, the Committee shall appoint a subcommittee of three board members to confidentially investigate the issues and report back to the full Board.
2. The Board shall hear the report of the subcommittee and introduce resolutions to the issues or hold and hear a trial if the subcommittee investigation report warrants it.
3. The Board shall adopt the charges and specifications and the Chair shall send the citation to the accused and preside at the trial.
4. The trial is a formal hearing on the validity of the charges. At the trial, the evidence against the accused officer or member is presented by the investigating subcommittee, and the officer or member has the right to be represented by counsel and to speak and produce witnesses in their own defense. If the charges are found to be true, a penalty may be imposed or recommended; but if the charges are not substantiated, the officer or member is exonerated and any authority, rights, duties, and privileges of office or membership that had been suspended are automatically restored. Defense counsel can be attorney(s) or not but must be member(s) of the association unless the Board/Disciplinary Committee by vote agrees to permit attorney(s) who are not member(s) to act in this capacity. Nonmembers who consent to testify can be brought in as witnesses at the trial, but such a witness should be allowed in the room only while testifying.
5. If the accused fails to appear for trial at the appointed time as directed, the trial proceeds without him.
6. At any time before the commencement of the trial with the first of the "preliminary steps" described below, the Board may, by majority vote, adopt a resolution to govern the trial specifying details not inconsistent with the procedures described here. The resolution may include an agenda that establishes times for portions of the trial, such as time limits for opening and closing statements. If time limits are imposed, they must allow the defense at least equal time for each element of the trial as that allowed the investigating subcommittee, and this rule may not be suspended without the consent of the defense.
7. At the trial, in calling the meeting to order, the chair should call attention to the fact that the meeting is in executive session, and to the attendant obligation of secrecy. Preliminary steps then

include the Executive Director's reading from the minutes the resolutions adopted by the Board relating to the trial, the chair's verification—by inquiring of the Executive Director—that the accused was furnished with a copy of the charges, the chair's announcement of the names of the trial managers (investigating subcommittee) for the Board, and the chair's inquiry of the accused as to whether he has counsel.

8. The trial then proceeds as follows:
 - a. The chair directs the Executive Director to read the charge and specifications.
 - b. The chair asks the accused how he pleads—guilty or not guilty—first to each of the specifications in order, and then to the charge.
 - c. If a plea of guilty is entered to the charge, there need be no trial, and the meeting can proceed directly to the determination of the penalty after hearing a brief statement of the facts.
 - d. If the plea to the charge is not guilty, the trial proceeds in the following order, the chair first explaining all the steps, then calling for each of them in sequence: (1) opening statements by both sides—the managers first; (2) testimony of witnesses produced by the managers for the association; (3) testimony of defense witnesses; (4) rebuttal witnesses on behalf of the association; and then on behalf of the defense, if any; and (5) closing arguments by both sides. Up until the completion of the closing arguments, no one is entitled to the floor except the managers and the defense; and they must address the chair except when questioning witnesses. Cross-examination, re-direct-examination, and re-cross-examination of witnesses is permitted, and witnesses can be recalled for further testimony as the occasion may dictate.
 - i. Subject to the relevant rules and the provisions in any resolution governing the trial, the presiding officer, similarly to a judge at a trial, directs the proceedings and rules on all questions of evidence and any objections or requests by the managers or the defense, the merits of which may first be argued by the managers and the defense. From any such direction or ruling, a member of the Board may take an undebatable appeal, or the presiding officer may in the first instance submit any such question to a vote, without debate, by the Board. Any motion to alter a resolution previously adopted to govern the trial, which may be proposed only by the managers or defense, or a proposal by the chair to do the same, is submitted without debate to a vote by the Board; its adoption requires the vote necessary to Amend Something Previously Adopted.
 - ii. If a member of the Board who is not a manager or with the defense wishes a question to be put to a witness, a manager, or the defense, the question must be delivered in writing to the presiding officer, who at an appropriate point puts it, unless he rules it out of order of his own accord or upon an objection by the managers or the defense, which ruling, like any other in the trial, is subject to an undebatable appeal.
 - iii. The only motions in order are the five privileged motions and those motions that relate to the conduct of the meeting or to the trial itself. Any member who is not a manager or with the defense may offer such a motion, subject to the limitation in (i)

above, only in writing delivered to the presiding officer, who at an appropriate point reads the motion aloud, inquires whether there is a second (if required), and either rules upon it or puts the motion to a vote without debate.

- e. When the closing arguments have been completed, the accused must leave the room. The managers, defense counsel (if members of the association), and Board member witnesses for both sides remain, take part in discussion, and vote as any other Board members. The chair then states the question on the finding as to the guilt of the accused, as follows: "The question before the "the committee" is: Is Mr. N guilty of the charge and specifications preferred against him?" Each of the specifications, and then the charge, is read, opened to debate, and voted on separately—although the several votes can be delayed to be taken on a single ballot.

The specifications or the charge can be amended to conform to facts brought out in the trial—but not in such a way as to find the accused guilty of a charge not wholly included within charge(s) for which he has been tried.

If the accused is found guilty of none of the specifications relating to a charge, he is automatically found not guilty of the charge, and no vote is taken on it (or, if the vote on the charge was already taken on the same ballot as the vote on the specifications, the vote on the charge is ignored). If the accused is found guilty of one or more of the specifications but not of the charge, and if a lower degree or level of the offense charged is defined in the organization's bylaws, adopted code of conduct, or similar set of rules, then such a lesser charge may be moved and voted on.

If the accused is found guilty, the chair announces that the next item of business is the determination of the penalty. One of the managers for the Association usually makes a motion for a penalty the managers feel appropriate, although any member may move that a specific penalty be imposed; this motion is debatable and amendable. On the demand of a single member both the question of guilt and the question of the penalty must be voted on by ballot.

The usual possible penalties for an officer are censure or removal from office, although in special circumstances others may be appropriate (for example, to repay into the society's treasury funds that the officer has been found guilty of misappropriating, perhaps with an added fine). For all of these, including removal from office, a majority vote is required. For expulsion, a two-thirds vote is required.

- f. After voting is completed, the accused is called back in and advised of the result. A member who votes for a finding of guilt at a trial should be morally convinced, on the basis of the evidence he has heard, that the accused is guilty.

ARTICLE V

OFFICERS

Section 5.1 Elected Officers. The elected officers of the Association shall consist of a President, Vice-President, a Director from each of the MSFCA regions, and a Director from the Cities of the First Class. The President and Vice-President shall be elected by the membership, and each regions Director by that region, and the Cities of the First Class Director by the members of the Cities of the First Class, by mail or electronic ballot by the fall membership meeting held in odd numbered years. The members of the Cities of the First Class cannot serve as a Region Director. The implementation of the elected Directors positions are effective for the 2019 election.

Section 5.2 Appointed Officers. The Executive Committee makes 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 at the fall membership meeting after the election results have been certified and presented to the membership.

Section 5.4 Eligibility. Only a current member, as defined in Article II, Section 2.1.1, who is an active Fire Chief, shall hold the position of President or Vice-President. Only an active member as defined in Article II Section 2.1.1 shall be elected or hold an 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, and other official representatives of the MSFCA the Board of Directors shall deem advisable, as provided for in Articles IV, VI, and VII of these Bylaws.

- 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 Committee.
- 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 perform such duties as requested by the President.
- C. The Vice-President shall serve as a member of the Executive Committee.

Executive Director – Management Firm:

The Board of Directors may employ an Executive Director or contract with a firm to manage the Association; the duties, terms of employment, and compensation of the Executive Director or management firm shall be defined in a job description and compensation package or via a contract as approved by the Board of Directors and reviewed annually and amended as the Board of Directors deems necessary. The Board of Directors will provide for the Executive Director or management firm to be bonded by an agency approved by the Board. The Executive Director or management firm shall report to the President of the Association. Any reference to the duties or responsibilities of the Executive Director in these Bylaws will include a Management Firm, if so contracted by the Board of Directors 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 6.2 Committee Members. Committee members other than the Executive Committee may be any class of Association member or non-member. Eligible non-members must become members before they can be appointed committee members.

- A. **Section 6.2.1 Expenses.** Committee Chairs or their alternates are authorized to make the necessary expenditures for the effective operation of their committees 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 fall membership meetings, held in an odd numbered year, the Nominations and Elections Committee shall certify to the Association the results of the election by mail or electronic ballot the officers enumerated in Article V, Section 5.1.

Section 7.2 Nominations. Nominations shall be made by a Nominations and Elections Committee composed of the Immediate Past President serving on the Board of Directors (if an active member as defined in Article II Section 2.1.1) and two more active members of the Association appointed by the President to complete the personnel of the Nominations and Elections Committee. If the Immediate Past President is not eligible, the President shall appoint a member of the Board of Directors in addition to the two members of the Association.

Section 7.3 Candidates. Active Members who desire to be candidates and are qualified in accordance with Article II, Section 2.1.1 and Article V, Section 5.4 of the Bylaws, may submit their name, office being sought, and a profile of their qualifications, to the Nominations and Elections Committee, in writing by April 1 of the year they are seeking election. The Nominations and Elections Committee shall certify the eligibility of candidates for the election.

The Executive Director shall see that the name and profile of the candidates are provided in the official publication of the Minnesota State Fire Chiefs Association in a manner consistent with the policy that shall be established by the Board of Directors.

Section 7.4 Election Process.

Section 7.4.1 Unanimous Ballots

For any office for which there is only one (1) nomination, the presiding officer shall instruct the chair of the Nominations and Elections Committee, as the representative of the Association, to cast a ballot for such nominee and shall thereupon declare such nominee elected.

Section 7.4.2 Balloting Process

For all offices for which there are two (2) or more candidates, the Nominations and Elections Committee shall conduct an election by mail or electronic ballot as determined by the Board of Directors. The Nominations and Elections Committee shall establish and approve safeguards required to maintain the integrity of the balloting process prior to initiation of any balloting. The Nominations and Elections Committee and the Executive Director will prepare and send a mail or electronic ballot to all association members eligible to vote. The mail or electronic ballot shall be sent at least ninety (90) days prior to the date set for the opening of the fall membership meeting and must be received by the Nominations and

Elections Committee at least forty-five (45) days prior to the opening date of the fall membership meeting. The Committee will provide the Executive Director, Board of Directors and the candidates with the “unofficial results” and otherwise make such results available to the membership of the association at least 30 days prior to the fall membership meeting.

Section 7.4.3 Candidate Withdrawal or Removal

In the event that one or more candidates for an elective office request removal from the ballot (or are found to be ineligible to run for said elective office) subsequent to preparation and distribution of the mail or electronic ballot, with the result that there is only one candidate for said elective office, the Nominations and Elections Committee is hereby authorized to declare the mail or electronic ballot, or that portion of the mail or electronic ballot for the elected office invalid, and to present a motion at the fall membership meeting for election of the single candidate by acclamation.

Section 7.4.4 Election

Prior to the business meeting of the fall membership meeting, the Nominations and Elections Committee will meet to audit the process and certify the “official results.” “Official Results” of the vote will be presented to the membership during the business meeting of the fall membership meeting. The candidate receiving the highest number of votes shall be elected. In the event of a tie vote, the Board of Directors shall select the winner from the tied candidates.

Section 7.4.5 Conduct of Elections and Disputes

The complete conduct of the elections and decisions in any matters of dispute that may arise during such elections shall be in the hands of the Nominations and Elections Committee.

Section 7.4.6 Election Campaign Practices

Elections are expected to be conducted on the highest level of professionalism. Any questions concerning ethics of the election should be referred to the Nominations and Elections Committee.

ARTICLE VIII

PARLIAMENTARY RULE

Section 8.1 Rules. The rules contained in “the current edition of Robert’s Rules of Order Newly Revised” 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 Bylaws 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 voting members of the Board of Directors and if greater than a ten percent adjustment then subsequently approved by a majority vote of voting members present at the 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 member of any classification of membership of the Association whose dues are in arrears for a period of three (3) months shall be suspended from membership. Payment of dues and a request for reinstatement will return the member to full 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 Recognized fire department is a department that has a Fire Department Identification number (FDID) and/or is recognized as an active fire department by the Minnesota State Fire Marshal's Office.

Section 10.3 Fire Chief. The chief administrative officer or department head of the fire service organization.

Section 10.4 Private Fire Department. Any recognized 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” or electronic notification, newsletter, or posting shall be the official publication of this Association as designated by the Board of Directors.

ARTICLE XIV

AMENDMENTS

Section 14.1 Amendments

A. The Association shall have full power to alter, amend or revise these Bylaws. Proposed amendments may be initiated by petition or by resolution of the Board. Members requesting such alteration or revision shall submit their proposal in writing to the Executive Director of the Association by February 1st in a form prescribed by the Bylaws Committee. To be considered by the full membership any proposed changes must have the approval of the Board of Directors OR a petition signed by fifty (50) voting members of the Association. The Board of Directors will approve the method for voting; floor vote at the fall membership meeting, mail, or electronic. The Nominations and Elections Committee shall establish and approve safeguards required to maintain the integrity of the balloting process prior to initiation of any balloting.

B. The Executive Director shall see that notice of the proposed changes shall be provided in an official publication of the Minnesota State Fire Chiefs Association at least ninety (90) days prior to the date set for the opening of the fall membership meeting. If the Board of Directors approves a mail or electronic ballot, the Nominations and Elections Committee and the Executive Director will prepare and send a mail or electronic ballot to all members eligible to vote. The mail or electronic ballot shall be sent at least ninety (90) days prior to the opening date of the fall membership meeting and must be returned to, and received by, the Nominations and Elections Committee at least forty-five (45) days prior to the opening date of the fall membership meeting.

C. Provided that mail or electronic ballots are received from ten percent of the members with voting rights, the Nominations and Elections Committee and the Executive Director, will provide the Board of Directors and the proponent with the “unofficial results” and otherwise make such results available to the membership of the association at least 30 days prior to the annual fall membership meeting. Prior to the fall membership meeting, the Elections Committee and the Executive Director will meet to audit the process and certify the “official results”.

D. A two-thirds majority vote of the members entitled to vote, and voting, shall be necessary for the adoption of any such alteration, amendment or revision. Results of the vote will be presented to the membership during the business meeting of the fall membership meeting.

Section 14.2 Technical Amendments

The Bylaws Committee may propose, and the Board of Directors approve, grammatical and non-substantive changes thereto, provided that such changes shall be published in a manner that provides for member review prior to the fall membership meeting.

Section 14.3 Effective Dates of Amendments

All amendments, alterations or revisions shall take effect immediately upon the adjournment of the fall membership meeting unless otherwise provided.