

# **Constitution and By-Laws**



**Great Lakes Division**

**International Association of Fire Chiefs, Inc.**

**Approved August 2011**

# **Constitution and By-Laws**

## **Article I. Name**

### **Section 1.1 - Name**

The name of the corporation shall be Great Lakes Division of the International Association of Fire Chiefs, Inc., hereinafter referred to as "Corporation".

## **Article II. Purposes**

### **Section 2.1 - Purposes**

The purposes of the Corporation, along with those stated in the Articles of Incorporation, are to provide leadership to career and volunteer chiefs, chief fire officers and managers of emergency service organizations throughout the Great Lakes region, through vision, information, education, services and representation to enhance their professionalism and capabilities. To carry out this purpose the corporation may:

- A. Conduct research and studies of major problems affecting the fire service within the Great Lakes region.
- B. Develop and effectuate an active program dedicated to the continual well-being of the fire service.
- C. Serve as the recognized organization for the exchange of ideas, information, knowledge and experience in areas affecting the safety of life and property from fire.
- D. Encourage and develop public education in fire prevention for the preservation of human life and material resources from destruction by fire.
- E. Cooperate with all organizations to promote programs that further the goals and objectives of the fire service.
- F. Support and encourage the delivery of pre-hospital emergency medical services by the fire service to relieve human trauma.
- G. Conduct or engage in other activities which will effectuate the purposes of the Corporation.

## **Article III. Headquarters**

### **Section 3.1 - Headquarters**

The headquarters of the Corporation shall be at the office of the duly elected Secretary/Treasurer or at such other location as the board of directors shall decide.

## **Article IV. Membership**

### **Section 4.1 - Geographic Area**

Corporation membership shall include individuals and fire/EMS departments from the following states: Illinois, Indiana, Michigan, Minnesota, Ohio and Wisconsin.

### **Section 4.2 - Types of Memberships**

The membership of the Corporation shall consist of:

A. Regular Members. Regular members shall include:

1. The chief of the department and all chief officers, as designated by the chief, of regularly organized public, private, governmental or industrial fire departments.
2. State and provincial fire marshals.
3. Fire commissioners and/or fire directors who devote full time to administrative and fire fighting operations and all Regular members in retirement. Regular members shall be entitled to vote on all matters requiring a vote unless otherwise prohibited by the Articles of Incorporation or Bylaws. Regular members who become ineligible for membership as the result of the consolidation of their departments or sources of eligibility with another organization shall be allowed to maintain Regular membership so long as they remain in the department or organization resulting from such consolidation.

B. Associate Members. Associate members shall be individuals interested in the goals and objectives of the Corporation and shall include:

1. Fire service personnel who are of rank or position other than that described in Article II, Section 4.2 A.
2. Professors, instructors and technical staff members of accredited colleges, universities and academies, engaged in teaching or researching in the field of fire science and/or fire administration.
3. Those individuals engaged in fire related governmental research programs, and similar agencies engaged in research or in the establishment of better fire services administration and management technology.
4. Persons who have made a significant contribution to the science and practice of fire administration. Associate members shall be entitled to participate in the Corporation, except they are not eligible to hold elective office, serve on the board of directors or have voting privileges.

C. Life Members. Life membership shall include Regular and Associate members who have retired from the fire service, provided they have been members of the Corporation continuously for ten (10) years and further provided they are not identified with fire protection commercially or have become a chief, assistant chief, commissioner, fire marshal or fire director of another public, government or industrial fire department or any other services that would make them eligible for either Regular or Associate membership. Life membership may be obtained by application to and on certification from the executive director of the IAFC. Life members shall be entitled to vote on matters unless prohibited by the constitution, but shall not be entitled to hold elective office or serve on the board of directors. Life members shall not pay annual dues.

D. Honorary Life Member. Honorary life membership may be conferred upon any person who has rendered conspicuous service to the Corporation, its aims and purposes, provided that membership shall be recommended by the board of directors and receive a majority vote of the members present and voting at the annual conference. Honorary life members shall be entitled to participate fully in the affairs of the Corporation with the exception of holding elective office, serving on the board of directors and voting privileges. Honorary Life members shall not pay dues.

E. Sustaining Members. Sustaining membership shall be granted to individuals and/or businesses engaged in the manufacture or sale of emergency apparatus, supplies or emergency services upon payment of an annual fee, which shall be determined by the board of directors. Sustaining members shall be entitled to participate fully in the affairs of the Corporation with the exception of holding elective office, serving on the board of directors and voting privileges.

F. Departmental Members. Departmental membership shall include those fire/EMS departments serving populations of 10,000 or less. Departmental members shall be entitled to the same privileges as a Regular member with the exception of serving in elected positions. Dues for departmental members shall be the same as for Regular members.

G. Affiliate Members. Affiliate members shall be persons interested in the affairs of the Association and the fire service who are not eligible for Regular membership. Affiliate members shall be entitled to participate in the Association, except they are not eligible to hold elective office, serve on the board of directors or have voting privileges. Membership services for Affiliate members will be less than those afforded Regular and Associate members.

### **Section 4.3 - Dues and Assessments**

Membership dues, in the corporation, shall be determined by the board of directors, subject to the approval of two-thirds (2/3) of the members present and voting at the annual or special meeting. Payment of dues shall be a requirement for membership, except for life members and honorary life members, and are due and payable by the member's renewal date. The board of directors shall have the power to levy and collect an assessment from the members in an amount sufficient to defray the expenses of the annual meeting of the members, should such an assessment be necessary in the opinion of the board of directors. The maximum amount that may be assessed against each member shall be limited to \$20.00 per year unless a greater amount is approved by a favorable vote of at least two-thirds (2/3) of the members actually voting. No member in arrears for dues or assessments shall be eligible to vote or attend meetings of the members. Any member whose dues or assessment is more than ninety (90) days past due shall, after notice of such arrearage, have his or her name removed from the membership roll and mailing list.

### **Section 4.4 - Membership in International Association of Fire Chiefs**

No individual or department that is not a member of the International Association of Fire Chiefs shall be eligible for membership in the Corporation. An individual or department may not hold a type of membership in the Corporation that differs from their type of membership in the International Association of Fire Chiefs.

## **Article V. Meetings of Members**

### **Section 5.1 - Annual Meeting**

An annual meeting of the members shall be held at a time and location as determined by the board of directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

### **Section 5.2 - Special Meetings**

Special meetings of the members may be called by the President, board of directors, or not less than one-third (1/3) of the members having voting rights. The time and location of special meetings shall be determined by the president and approved by the board of directors, and no business other than that for which the special meeting is called for may be conducted.

### **Section 5.3 - Notice of Meetings**

The times and places of meetings of the members shall be published in the Trumpet at least thirty (30) days prior to the meeting's date. For special meetings, the notice shall include the meeting's purpose.

### **Section 5.4 - Quorum**

Five per cent (5%) of the persons qualified to vote as members shall be present at a meeting to constitute a quorum.

### **Section 5.5 - Proxies**

Members may not cast votes on any matter by proxy.

### **Section 5.6 - Voting List**

The Secretary/Treasurer shall maintain a complete and accurate list of all members entitled to vote at any meeting of the members which may be inspected by any member, for any purpose, at any reasonable time.

### **Section 5.7 - Expenses**

Expenses for all annual and special meetings of the members shall be approved by the board of directors.

### **Section 5.8 - Rules of Order**

Robert's Rules of Order or such other rules as adopted by the presiding officer shall be the authority for all rules of order at meetings of the members, and the President, or his/her delegate, shall be the presiding officer of meetings of the members.

### **Section 5.9 - Ballots by Mail**

In the event of an urgent question arising which necessitates an expression of opinion by the membership and such question is not of sufficient importance to summon a special meeting of the members, the president shall have authority to instruct the Secretary/Treasurer to have printed and mailed to each member entitled to vote a ballot, and to name a date upon which said ballot shall be returned to the Secretary/Treasurer. The president shall appoint three (3) members of the board of directors to count said ballots and report the results to the president. All ballots shall be preserved until the close of the next annual meeting of the members in the event that a recount should be required.

## **Article VI. Board of Directors**

### **Section 6.1 - General Powers**

The control and management of the affairs of the Corporation shall be vested in its board of directors. Directors must be members of the Corporation.

### **Section 6.2 - Directors**

The Board of directors shall consist of the president, vice-president, Secretary/Treasurer, division director, and a state representative from each state.

### **Section 6.3 - Regular Meetings**

A regular annual meeting of the board of directors shall be held without other notice than these By-Laws, immediately after, and at the same place as, the annual meeting of members. However, the

board of directors may select an alternate date and location for its regular annual meeting provided that it is held no later than the first full weekend in December. The board of directors may provide by resolution of the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

#### **Section 6.4 - Special Meetings**

Special meetings of the board of directors may be called by the president or at the request of the majority of directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting called by them. If the president determines that an unusual emergency exists, he or she is authorized to arrange a conference call of all the directors for the purpose of taking action to resolve such emergency.

#### **Section 6.5 - Notice of Special Meetings**

Notice of any special meeting of the board of directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the Corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law of these By-Laws.

#### **Section 6.6 - Quorum**

A majority of the entire board of directors shall constitute a quorum. However, when filling vacancies occurring in the board of directors, a majority of the existing directors shall constitute a quorum.

#### **Section 6.7 - Manner of Acting**

The act of majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

#### **Section 6.8 - Informal Action by Directors**

Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by a majority of members of the board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee.

#### **Section 6.9 - Power to Appoint Executive Committee**

The board of directors shall have power to appoint by resolution adopted by a majority of the entire board an executive committee composed of two or more directors, who, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the Corporation between meetings of the board.

#### **Section 6.10 - Articles of Incorporation and By-Laws**

The membership shall have the power to adopt and amend the By-Laws and to restate the Corporation's Articles of Incorporation through a resolution adopted by a two-thirds (2/3) majority of the members present and voting at an annual or special meeting.

**Section 6.11 - Removal of Officers**

The board of directors may remove an officer from his office for cause by an affirmative vote of eighty-percent (80%) of the directors. The removal of an officer shall also constitute the removal of the individual as director.

**Section 6.12 - Delegation of Powers**

For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

**Section 6.13 - Audits**

The board of directors shall cause to be made an annual audit of all books and accounts. This audit shall be presented to the members at the annual meeting of the members.

**Section 6.14 - Meeting Expenses**

Expenses for all regular and special meetings shall be determined by the board of directors.

**Section 6.15 – Executive Director**

The Board of Directors are authorized to contract for the services of an Executive Director and at such time as an Executive Director is hired, to reassign any or all of the duties of the Secretary/Treasurer as prescribed in these by-laws. The Executive Director will not be a member of the Board of Directors.

**Article VII. Officers**

**Section 7.1 - Officers**

The officers of the Corporation shall be the president, vice-president, secretary/treasurer, division director and a representative from each of the six states in the division

**Section 7.2 - Eligibility**

Any member seeking election as an officer must:

- A. Be a Regular member in good standing of both the Corporation and the International Association of Fire Chiefs, Inc.;
- B. Have paid all dues and assessments and be in attendance at the annual meeting of the members;
- C. Have not retired from the Fire Service prior to seeking an elective office, with the exception of the secretary/treasurer;
- D. In the event an officer retires from the Fire service while holding an elective office, he or she may continue to hold said office until the next annual meeting of the members when his or her successor shall be elected;
- E. A retired member seeking election to the office of secretary/treasurer of the Corporation shall be a member in good standing of both the Corporation and the International Association of Fire Chiefs, Inc.

**Section 7.3 - Election and Term of Office**

The president, vice-president, secretary/treasurer and division director shall be elected by ballot of the members at the annual meeting of the members. The state representatives shall be elected by the

respective members of each state at separate caucuses of each state. The president and vice-president shall have a term of two (2) years or until the next annual meeting of the members when their successors shall be elected. The division director and the secretary/treasurer shall have a term of three (3) years or until the next annual meeting of the members when their successors shall be elected. The state representatives shall have a term of three (3) years or until the next annual state meeting of the members when his or her successor shall be elected.

#### **Section 7.4 - Vacancies and Resignations**

In the event of a vacancy occurring in the office of the president, or his successors, the next officer in line shall assume all the duties and authorities of the vacant office after formal notification in writing by the board of directors. The board of directors shall elect a successor for the unexpired term of any officer who has succeeded the president. In the event of a vacancy in the office of secretary/treasurer, an acting secretary/treasurer shall immediately be appointed by the president, with the approval of the board of directors, to serve the unexpired term. In the event a state representative shall resign, die or otherwise be incapable of serving, the state represented shall immediately fill such vacancy in accordance with the procedure specified in its own constitution and by-laws for filling vacancies within its own organization. Should a vacancy occur in the office of division director, the president may appoint himself or a member of the Corporation to temporarily serve as the division director until the next annual conference when a member of the Corporation shall be elected to the office of division director for a full three (3) year term.

#### **Section 7.5 - Nominations and Elections**

The following nomination and election procedures shall apply to the offices of president, vice-president, secretary/treasurer and division director.

A. The Committee on Nominations and Elections shall present its report at the annual meeting of the members giving a complete list of the nominations for the elective officers of the Corporation. Where the Committee on Nominations and Elections deems it to be in the best interest of the Corporation to nominate two (2) or more candidates for any office, it may so report in order that the choice may be decided by ballot of the members present at the meeting. The presiding officer shall call for nominations from the floor for each elective office. Nominations from the floor shall require the nominee's concurrence in writing or his verbal concurrence from the floor at the time of nomination. After calling three (3) times for further nominations, hearing none, the presiding officer shall declare the nominations closed.

B. No nominating speeches or statements supporting any candidate shall be made by anyone, except that each candidate seeking elective office, or one of his supporters, may address the Corporation members on behalf of the candidate.

C. For any office for which there is only one (1) candidate nominated, the presiding officer shall instruct the chairman of the Committee on Nominations and Elections as a representative of the Corporation to cast a ballot for said candidate and shall there upon declare said candidate elected.

D. In the election of officers, the candidate receiving the highest number of votes for each office shall be declared elected. In the event of a tie vote, the voting on the second ballot shall be confined to the candidates so tied. The second ballot shall take place immediately following the report of the Committee on Nominations and Elections that a tie vote does exist. The second ballot shall be subject to the same procedure as the first ballot.



E. 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 committee on Nominations and Elections. The president, when appointing the Committee on Nominations and Elections, shall appoint a chairman of said committee who shall be its spokesman to announce its decisions and rulings to the presiding officer.

### **Section 7.6 - Installation of Officers**

The installation of officers shall take place at the annual meeting of the members immediately following their election with appropriate ceremonies. All newly elected officers shall take the following oath of office:

"I \_\_\_\_\_ hereby swear that I will support the Articles of Incorporation and By-Laws and at all times bear true allegiance to the goals and purposes of the Great Lakes Division of the International Association of Fire Chiefs and the International Fire Chiefs, Inc. I further swear to perform the duties and responsibilities of my office to the best of my ability, and at the end of my term of office, I will deliver to my successor all records of said office. So help me God."

## **Article VIII. Duties of Officers**

### **Section 8.1 - President**

- A. Shall be official representative and spokesman for the Corporation.
- B. Shall preside as chairman at all meetings of the Corporation and at the meetings of the board of directors.
- C. Shall appoint all committees, including those not otherwise provided for in the Articles of Incorporation and By-Laws.
- D. Shall perform such other duties as are prescribed by the board of directors, and shall sign all papers executed by or on behalf of the Corporation.
- E. Shall rule on the approval of all unbudgeted expenses of the Corporation not to exceed \$500.00.

### **Section 8.2 - Vice-President**

- A. In the absence or inability of the president to perform all the duties of his office, the first vice-president shall be directed by the board of directors to immediately assume all the duties and responsibilities of the office of president.
- B. Shall assist the president in every way possible to fulfill the duties of his office.
- C. In addition to the duties assigned by the president, shall perform such other duties as may be required by the Corporation's members or board of directors.

### **Section 8.3 – Secretary/Treasurer**

- A. It shall be the duty of the secretary/treasurer to be responsible for the custody of all the assets of the Corporation.
- B. All the monies of the Corporation shall be deposited in proper accounts, and where applicable, drawing the highest rate of return consistent with the greatest safety for the funds in the name of the Corporation.

- C. Shall supervise the collection and disbursements of all funds and shall disburse such funds of the Corporation in accordance with the By-Laws of the Corporation.
- D. The secretary/treasurer shall attend to and perform such duties pertaining to the office, or as may be directed by the board of directors.
- E. Shall attend all meetings of the Corporation, the Annual Conference of the International Association of Fire Chiefs, Inc., the Corporation's board of director meetings, and the International Secretaries' Meeting. Shall keep full minutes of the proceedings at all Corporation meetings and at the Corporation's board of directors meetings.
- F. Shall at each annual meeting of the members of the Corporation submit a written report of the activities of his office for the preceding year, and also submit a report of the Corporation's financial condition.
- G. Shall prepare or have prepared complete reports of the annual meeting of members and annual board directors meeting which shall be published in the Trumpet.
- H. Shall publish and mail to all members a minimum of three (3) Trumpets annually containing items of interest to the membership. The Trumpet shall be published immediately prior to the annual meeting of the members and contain the time and place of meetings.
- I. May employ, with the consent of the board of directors, such assistance as deemed necessary to discharge the duties of the office.
- J. The secretary/treasurer shall be allowed a monthly sum for expenses, said sum shall be prescribed by the board of directors at the annual board of directors meeting. Out of this sum, the secretary/treasurer shall be expected to attend the Annual conference of the International Association of Fire Chiefs, Inc.
- K. Shall be responsible for the preparation of the annual budget which shall be presented to the board of directors at their annual meeting for their approval.
- L. Shall assist and cooperate with the chairman of all committees appointed by the president.
- M. Shall be responsible for coordinating all Corporation business.
- N. The duties of the Secretary/Treasurer may be assigned to an Executive Director or similar staff person at the direction of the Board of Directors.

#### **Section 8.4 - State Representatives**

They shall assist the president of the Corporation and the International Association of Fire Chiefs, Inc. in promoting the principals and policies of both the Corporation and the International Association of Fire Chiefs, Inc., and shall act as committee men in the securing of new members.

#### **Section 8.5 - Division Director**

A. Shall represent the Corporation at the meetings of the board of directors of the International Association of Fire Chiefs, Inc.

B. Shall act in accordance with the directives and instructions of the members and the board of directors of the Corporation when attending the International Association of Fire Chiefs, Inc. board meetings.

## **Article IX. Committees**

### **Section 9.1 - Committees**

The standing committees of the Corporation shall be:

- A. Articles of Incorporation and By-Laws
- B. Nominations and Elections

The president may create additional committees as he/she deems necessary and such committees shall end with that president's term of office.

### **Section 9.2 - Composition**

Committee representatives and alternate representatives shall be selected by the president and shall hold office until their resignation or replacement by the president.

### **Section 9.3 - Reports**

Each committee shall be required to submit a report of its activities for the presentation at the annual meeting of the members.

## **Article X. Fiscal Year**

### **Section 10.1 - Fiscal Year**

The Fiscal year of the corporation shall begin on the first day of January and end on the thirty- first day of December in each year.

## **Article XI. Corporate Indemnification**

### **Section 11.1 - Indemnification**

To the extent not inconsistent with Indiana law, every person (and the heirs and personal representative of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation as provided by Indiana Code Chapter 23-17-16.

## **Article XII. Consistency with Parent Organization**

### **Section 12.1 - Consistency with Parent Organization**

If any provisions of these By-Laws are or become in conflict with the International Association of Fire Chiefs, Inc., such provision shall be invalid.

## **Article XIII. Expenses**

### **Section 13.1 - Expenses**

No officer, director or member shall incur any expense in the name of the Corporation without the prior approval of the board of directors. In the case of an emergency, the president is empowered to authorize the expenditure of sufficient funds to meet the emergency.

## **Article XIV. Bonding**

### **Section 14.1 - Bonding**

The secretary/treasurer and other officers or agents authorized by the board of directors shall be bonded by the Corporation in an amount approved by the board of directors.

## **RULES OF ORDER**

*Does not need membership approval, may be changed by vote of the Board of Directors*

### **Section 1**

The Presiding Officer shall preserve order and decorum and shall take no part in debates while he is presiding. All questions of order shall be decided by him subject to an appeal to the Division, and upon such an appeal, the vote shall be taken without debate. The Presiding Officer may state his reasons for the decision given and shall put the question as follows "Shall the decision of the Chair be sustained?" A two-third majority of those present and voting shall be necessary to reverse the decision of the chair.

### **Section 2**

Every member, when he speaks or offers a motion, shall rise in his place, state his name and place of residence and respectfully address the Presiding Officer, and when he has finished speaking shall at once resume his seat. When speaking he shall confine himself to the question under debate.

### **Section 3**

When two (2) or more members rise to speak at the same time, the Presiding Officer shall decide who is entitled to the floor.

### **Section 4**

A member called to order shall immediately cease speaking and resume his seat until the point of order in question has been decided when he shall again be entitled to the floor.

### **Section 5**

A motion to take the previous question shall always be in order except when a member is in possession of the floor, and must be put without debate, and if supported by a majority vote of the members present and voting, shall be declared carried, and no further debate or amendments shall be in order until the main question shall have been decided.

### **Section 6**

A motion to adjourn shall always be in order except when a member is in possession of the floor, or a vote is taken, or it has been decided that a vote shall be taken. A motion to adjourn is not debatable, but a motion to adjourn at or to a given time is open to debate.

### **Section 7**

The consideration of any proposed amendments to the Constitution, Bylaws or Rules of Order, of which notice has been duly given prior to the opening of the Annual Meeting, shall be the first order of business at the annual meeting

### **Section 8**

Where a blank is to be filled in by the insertion of an amount or a date, the largest amount or the furthest date shall be voted on.

### **Section 9**

Any question coming before the meeting for which no provision has been made in the Constitution, Bylaws or Rules of Order, the Presiding Officer shall be guided in his decision by the rules laid down in Roberts Rules of Order.

## **Section 10**

Order of Business at the Annual Meeting: An appropriate Memorial Service in honor of the deceased members of the Division shall be held at each annual meeting.

The order of business shall be:

- A. Call the meeting to order
- B. Appoint the Sergeant at Arms
- C. Stand and pledge Allegiance to the Flag
- D. Memorial Service
- E. Constitution and Bylaws Committee report.
- F. Secretary/treasurer's Financial Report
- G. Secretary/Treasurer's Membership Report
- H. Nominations and Elections Committee Report
- I. Reading of communications report
- J. Audit and remaining committee reports
- K. Unfinished business
- L. Elections and installation of officers
- M. New Business
- N. Recommendations for the good of the division
- O. Final adjournment

## **AMENDMENTS**

### **Section 1**

No amendment to this Constitution or Bylaws shall be made except when written notice of such amendment has been received and read in open session of the Annual Meeting or as provided in Article VI of the Constitution and a two-thirds majority of the members present and voting shall be required to adopt such amendment.

### **Section 2**

All amendments, alterations or revisions of any part of this Constitution or Bylaws shall take effect upon their adoption at the Annual Meeting unless otherwise provided for.