

OREGON FIRE CHIEFS' ASSOCIATION
CONSTITUTION AND BY-LAWS
AS APPROVED AT THE 2010 SPRING CONFERENCE

**ARTICLE I
NAME AND PURPOSE**

SECTION 1 - NAME: This organization shall be known as the Oregon Fire Chiefs' Association Incorporated, herein called the Association.

SECTION 2 - PURPOSE: The purpose of this Association is to further the professional advancement of the fire service to ensure and maintain the greater protection of life and property from fire, natural and man-made disaster, or other emergencies, and to provide leadership and direction to the fire and emergency services of the State of Oregon. This Association is organized exclusively for the charitable and education purposes within the meaning of Section 501 C6 of the Internal Revenue Code. To carry out this purpose the Association shall:

- A. Serve as the recognized State Association for the exchange of ideas, information, knowledge and experience in areas affecting the safety of life and property from fires, disasters, or other emergencies.
- B. Bring together persons interested in the purposes of the Association to develop a bond of friendship and understanding among the members of the fire service of this State.
- C. Develop and support legislation and regulations to improve the effectiveness and continual well being of the fire service.
- D. Cooperate with all organizations to promote programs that further the goals and objectives of the fire service.
- E. Promote the progressive development of the fire service through active programs of education, public awareness, and research.
- F. Encourage and develop public education of fire prevention for the preservation of human life and natural resources from destruction by fire.
- G. Support and encourage the delivery of pre-hospital emergency medical services by the fire services to relieve human trauma and suffering.
- H. Encourage the Adoption of a standardized Incident Command System for the fire services of this State.

- I. Support and encourage the development of hazardous materials response capability in the fire services of this State.

SECTION 3 - Tax Exempt Status. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue law) or (b) by a Corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE II MEMBERSHIP

SECTION 1 - INDIVIDUAL MEMBERSHIP: Members of the Association shall be eligible to receive fire service certification from the Oregon Department of Public Safety Standards and Training (DPSST). The individual memberships of the Association shall consist of:

- A. Active Members - Active Members shall include the Chief of the fire department and all Chief Officers as designated by the Chief, or regularly organized public, private, governmental or industrial fire departments. Active Members shall be entitled to vote on all matters requiring a vote unless otherwise prohibited by the constitution. Active 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 Active Membership so long as they remain in the department or organization resulting from such consolidation.
- B. Associate Members - Associate Members shall include Fire District Directors who are not responsible for administrative and firefighting operations; Directors of Public Safety; City Officials; other fire departments not otherwise eligible for OFCA Active Membership; and other individuals interested in the goals and objectives of the Association. Associate Members shall be entitled to participate in the Association except that they are not eligible to hold an elective office, serve on the Board of Directors, or have voting privileges.
- C. Life Members - Life Members shall include Active Members who:
 1. Have maintained an Active membership in the Association for a total of fifteen (15) years, or;
 2. Have, in the opinion of the Board of Directors, given outstanding service to the Association, or;
 3. Have become permanently disabled in the line of duty and are no longer otherwise eligible for Active Membership.

4. After having become eligible for Life Membership as set forth above, the Executive Director shall provide the Board of Directors with the names of those eligible for Life Membership at least sixty (60) days prior to the conference. Life membership approved by the Board of Directors shall be conferred upon the individual at the Conference after receiving a majority of the vote of members present and voting.
 5. A Life Member shall have all privileges and benefits of an Active Member. Life Members shall not be required to pay annual dues after their retirement from the Fire Service.
- D. Honorary Life Members - Honorary Life Membership may be conferred upon any person who has rendered outstanding service to the Association, its aims and purposes, provided that such membership shall be recommended by the Board of Directors and receive a majority vote of the members present and voting at the Conference. Honorary Life members shall be entitled to participate fully in the affairs of the Association with the exception of holding elective office, serving on the Board of Directors, and voting privileges. Honorary Life Membership shall be submitted to the Board of Directors at least sixty (60) days prior to the Conference.
- E. Sustaining Members - Sustaining Membership shall be granted to individuals and or businesses engaged in the manufacture or sale of emergency apparatus, supplies or service and/or individuals or businesses otherwise interested in the field of fire or emergency services. Sustaining members shall be entitled to participate fully in the affairs of the Association with the exception of holding elective offices, serving on the Board of Directors, and voting privileges. Sustaining members shall pay annual dues.
- F. Retired Members - Retired Members shall be those Active Members who have retired from the Fire Service. Retired Members shall be entitled to participate in all affairs of the Association, including voting privileges, but shall not be entitled to hold elective offices. They may serve as appointed members on the Board of Directors with the approval of the Board. Retired Members shall pay annual dues.
- G. Ranking Officer Members – Ranking Officer Membership shall be granted to Lieutenants and Captains in the Oregon Fire Service. Ranking Officer members shall have no voting privileges. They may serve as appointed committee members. They shall receive Members rates for conferences.

SECTION 2 - SECTION MEMBERSHIP: The Association may authorize the establishment of Sections to carry out detailed activities in specialized fire service-related fields. Section Membership may be awarded to any organization whose purpose is consistent with the goals and objectives of the Association, provided that such

membership shall be recommended by the Association Board of Directors and receive a majority vote of the members present and voting at the Conference. Proposals for Section Membership shall be submitted to the Association Board of Directors at least sixty (60) days prior to the conference.

ARTICLE III OFFICERS

SECTION 1 - ELECTED OFFICERS:

- A. The elected officers of the Association shall consist of a President, First Vice President, Second Vice President, four (4) Directors, and a State Vice President to the Western Fire Chiefs' Association; the term of office will begin on July 1 of the year in which the officer was elected.
- B. The membership shall annually elect a Second Vice President. This election shall be for four years. The elected member shall serve year one as the Second Vice President, year two as the First Vice President, year three as the President, and year four as the Past President. Members seeking election to the office of Second Vice President shall have previously served at least one (1) year as an officer of the Association.
- C. The four (4) Directors shall be Active Members in good standing of the Association, elected at large by ballot at the Conference and shall have a term of office for four (4) years, with one (1) Director elected at each Conference. The newly elected Director shall serve, in sequential order, as the 4-year, 3-year, 2-year, then 1-year Director.
- D. The State Vice President to the Western Fire Chiefs' Association (WFCA) shall be an Active or Active Life Member in Good Standing of the Association, elected at large by ballot at the Conference and shall have a term of office for three (3) years. The State Vice President to the WFCA may hold this office concurrently with any other elected or appointed office of the Association.
- E. In addition to the previously listed conditions of eligibility to hold an elected office, all prospective officers must present to the nominations Committee a written statement from the Chief Executive Officer of the candidate's Municipality or District which authorizes him/her to hold an office in the Association

SECTION 2 - APPOINTED OFFICERS:

- A. There shall be an Executive Director for the Association who shall be appointed by the President after approval of the Board of Directors and shall serve at the will of the Board of Directors.
- B. There shall be a Chaplain of the Association who shall be appointed by the President after approval of the Board of Directors, and shall serve at the will of the Board of Directors. The Chaplain shall be a non-voting, ex-officio member of the Board of Directors.

SECTION 3 - BOARD OF DIRECTORS:

- A. There shall be a Board of Directors, which shall consist of the President, First Vice President, Second Vice President, four (4) Directors; the State Vice President to the WFCAs; and the one (1) immediate Past President.
- B. In addition to these Association officers, the State Fire Marshal, the State EMS Director, the Executive Director of BPSST, Oregon Department of Forestry State Forester, and the President of each Section of the Association shall serve as an ex-officio, non-voting members of the Board of Directors.

SECTION 4 - NOMINATIONS AND ELECTIONS

- A. There shall be a Nominations Committee, which shall consist of the President and Past President. The Nominations Committee shall determine eligibility of members seeking office and present its report to the membership assembled at the Spring Conference, giving a complete list of the nominations for the elective office of the Association. The Nominations Committee shall present the Name of at least one (1) candidate for each elective office, however, where the committee deems it in the best interest of the Association to nominate two (2) or more members for any office, it may so report in order that the choice may be decided by ballot of the members present at the conference.
- B. Immediately following the report of the nominations Committee, the presiding officer shall call for nominations from the floor for any elective office. Nominations from the floor shall require the nominee's concurrence and a determination of eligibility by the Nominations Committee.
- C. For any office for which there is only one nomination, the presiding officer shall call for a motion for a unanimous ballot to be cast for that nominee and declare that nominee elected.
- D. For all offices for which there are two (2) or more nominations, an election, by secret ballot, shall be conducted. Active Life and Retired Members in attendance at the business session are qualified to vote upon

presentation of their current membership card, or certification by the Executive Director that they are paid up active Members, Life Members, or Retired Members.

- E. In the election of officers, the candidate receiving the highest number of votes shall be elected. In the event of two consecutive tie votes for any one (1) position, the Board of Directors shall meet immediately in executive session and each Director shall vote for one candidate. The tally of these votes shall determine the outcome of the election.

SECTION 5 - VACANCIES AND RESIGNATIONS:

- A. In the event of a vacancy occurring in any elected office of the Association, such vacancies shall be filled as follows:
 - 1. If a vacancy occurs in the position of President, 1st Vice President, or 2nd Vice President, such vacancy shall be filled as follows:
 - a. The remaining members in the above positions shall be polled regarding their respective interest in moving up the normal rotation. Example: If the vacancy is in the position of President, the First Vice President would move up to President and the Second Vice President would move up to First Vice President.
 - b. The resulting vacancy shall be filled from the list of Second Vice President candidates remaining from the most recent election. The top candidate on the list will have the first right-of-refusal for the position. Each candidate will be asked in descending order until the position is filled.
 - c. If no list exists or none of the eligible individuals accept the position, it shall be offered to the current Directors, beginning with the 1-year Director and continuing down through the 4-year Director.
 - 1. Any resulting vacancy in a Director position will be filled as detailed in Section 5, Article A(3).
 - 2. If a vacancy occurs in the Past President position, such vacancy shall be filled by a former President of the Association
 - a. The position shall be made available, in descending order, to former presidents.
 - 3. If a vacancy occurs in the position of 4-year Director, 3-year Director,

2-year Director or 1-year Director, the vacancy shall be filled as follows:

- a. Sitting Directors shall be polled regarding their respective interest in moving up in the normal rotation. Example: If the vacancy is in the 1-year position, the 2-year Director would move to 1-year and the 3-year Director would move to the 2-year Director position and the 4-year Director would move to the 3-year Director position.
 - b. The resulting vacancy shall be filled from the list of Director candidates remaining from the most recent election. The top candidate on the list will have first right-of-refusal for the position. Each candidate will be asked in descending order until the position is filled
 - c. If no list exists or none of the eligible individuals accept the position, the Board of Directors shall appoint a qualified member to serve until the next regular election, at which point a regular election shall be held to fill the vacancy through the remainder of the term.
4. If a sitting Director chooses to seek election to a higher position on the Board of Directors, the successful results of which would create a vacancy at time of appointment, the following shall occur:
- a. The Board of Directors, through the Nominations Committee, shall notify the Membership no less than 60 days in advance of the next regular election
 - b. Such notice shall advise of the possibility of two available Director positions resulting from the upcoming election
 - c. If the current Director is elected to the higher position:
 - 1) The member receiving the most votes for a Director position will be elected to the shorter term position, generally the 2-year Director position
 - 2) The member receiving the next highest number of votes will be elected to the longer-term position, generally the 3-year Director position
 - 3) Remaining names of the list shall be retained until the next regular election

5. If a vacancy occurs in the position of State Vice President to the Western Fire Chiefs' Association, such vacancy shall be filled as follows:
 - a. The vacancy shall be filled from the list of State Vice President candidates remaining from the most recent election for that position. The top candidate on the list will have first right-of-refusal for the position. Each candidate will be asked to serve in descending order until the position is filled
 - b. If no list exists or none of the eligible individuals accept the position, the Board of Directors shall appoint a qualified member to serve until the next regular election, at which point a regular election shall be held to fill the vacancy through the remainder of the term.
- B. Any person who resigns or retires from his/her fire department position shall no longer be eligible to serve at his/her elective position. However, an officer retired for reasons other than personal choice, may, if otherwise qualified, be eligible to continue in line of succession if so recommended by the Nomination Committee and sustained by a majority vote of the members present and voting at the Conference.

SECTION 6 - MISCELLANEOUS

- A. If any member of the Board of Directors is found guilty of nonfeasance, misfeasance or malfeasance of office, whether in this Association or his/her own Department, he/she shall forthwith be removed from the position he/she holds.
- B. If any member of the Board of Directors brings discredit on the fire services, he/she may be removed from office by a majority vote of the Board of Directors and the vacancy filled as stated above.
- C. Any member who fails to attend three consecutive board meetings may be removed from the Board by a majority vote of the Board of Directors. Vacancies shall be filled as stated above.

ARTICLE IV DUTIES OF OFFICERS

SECTION 1 - The duties of the executive officers are as follows:

- A. The President shall:
 1. Be the official spokesman for the Association.

2. Preside at meetings of the Association and at meetings of the Board of Directors.
 3. Appoint all committees, including those not provided for in the Constitution and Bylaws.
 4. Performs such other duties as prescribed by the Board of Directors.
- B. The First Vice President shall:
1. In the absence or inability of the President immediately assume the duties of the President.
 2. Assist the President in conducting the business and carrying out the policies of the Association.
 3. Perform such other duties as prescribed by the Board of Directors.
- C. The Second Vice President shall:
1. In the absence or inability of the President and First Vice President, immediately assume all duties and responsibilities of the President.
 2. Assist the President and First Vice President in conducting the business and carrying out the policies of the Association.
 3. Perform such other duties as prescribed by the Board of Directors.
- D. The Executive Director shall:
1. Serve at the direction of the Board of Directors.
- E. The Board of Directors shall:
1. Transact all business of the Association not otherwise provided for between the Conferences and provide topics, papers, reports and all other business not otherwise provided for at the Conference.

SECTION 2 - No officer or member shall incur any expense or indebtedness of any kind in the name of the Association without the authorization of the Board of Directors or the Association assembled in conference; except the Executive Director, who may expend budgeted funds for normal operation of the Association. In an emergency, the President may authorize an expenditure of Association funds.

SECTION 3 - Nothing contained in this Constitution and Bylaws shall prohibit the Board of Directors from taking action on matters affecting the betterment of the Association.

SECTION 4 - Any action of the Board of Directors will be subject to review at the Spring or Fall Conference, and a two-thirds (2/3) majority vote of the Active Members present and voting may override any action taken by the Board of Directors.

ARTICLE V MEETINGS

SECTION 1 - There shall be a Conference of the Association at a location and time approved by the Board of Directors.

SECTION 2 - There shall be at least ten (10) Board of Directors meetings each year to be held at locations as approved by the Board of Directors.

SECTION 3 - Twenty-five (25) Active, Life, or Retired Members in good standing of the Association shall constitute a quorum for the conducting of business at the conference. Five (5) members present and voting shall constitute a quorum for the transaction of business at all meeting of the Board of Directors.

ARTICLE VI DUES

SECTION 1 - Membership dues shall be proposed by the Board of Directors and approved by the membership in attendance at the annual conference.

SECTION 2 - The Dues for Section Membership shall be determined by the Board of Directors of the Section and shall be paid to the Executive Director of the Association who shall forward to the Secretary of the Section a list of all members in good standing.

SECTION 3 - The dues year shall correspond with the Association's fiscal year and shall be payable on or before the first day of the budget year.

SECTION 4 - Members in arrears of dues shall be ineligible to vote. Any member in arrears ninety (90) calendar days shall, after due notice of such arrears, be removed from the membership roll by the Executive Director.

ARTICLE VII RULES OF ORDER

SECTION 1 - The presiding officer shall preserve order and decorum and shall take no part in debates while presiding. All questions of order shall be decided by the presiding officer subject to an appeal to the conference assembled, and upon such an appeal the vote shall be taken without debate. The presiding officer may state the reason for the decision given and shall put the question as follows: "Shall the decision of the chair be sustained?" A two-thirds (2/3) majority of those present and voting shall be necessary to reverse the decision of the chair.

SECTION 2 - A member, when speaking or offering a motion, shall rise, state his/her name and place of residence, respectfully address the presiding officer, when finished speaking shall, at once, resume seating, and when speaking shall only speak to the

question under debate and avoid all personal or indecorous language and, if required, shall put the motion in writing.

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/her seat until the point of order in question has been decided and then 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), must be put without debate, and is supported by a majority of the members present. Voting shall be declared carried and no further debate or amendments shall be in order until the main question shall have been decided.

SECTION 6 - A motion to adjourn shall always be in order, except when a member is in possession of the floor or a vote being taken or it has been decided a vote shall now be taken. A motion to adjourn at a given time is open to debate.

SECTION 7 - Presentation of all proposed amendments in the Constitution, Bylaws, or Rules of Order, of which notice has been given prior to the opening of the conference, shall be on the first business day of the conference.

SECTION 8 - Any Question coming before the conference for which no provision has been made in the Constitution, Bylaws, or Rules of Order, the presiding officer shall be guided by the rules laid down in Roberts Rules of Order, Revised.

SECTION 9 - The order of business at each conference shall be as established by policy of the Board of Directors.

ARTICLE VIII AMENDMENTS

SECTION 1 - The Association shall have full powers of any meeting to amend or revise the Constitution and Bylaws, providing that notice of such proposed amendment or revision shall have been submitted in writing to the Board of Directors at least ninety (90) days prior to the Conference. The Executive Director shall see that proposed amendments or revisions are communicated to the general membership at least thirty (30) days prior to the opening date of the conference. A two-thirds (2/3) majority vote of the members present and voting shall be required for the adoption of any amendment or revision.

SECTION 2 - Nothing contained in the preceding section shall prevent the Association regularly assembled in conference from revising any part of the Constitution or Bylaws

upon a four-fifths (4/5) majority vote of the members present and entitled to vote, provided, however, that notice of any such action shall be given in writing and printed copies made available to all Active and Active Life Members present at least forty-eight (48) hours prior to the time when such proposed amendment or revision shall be read in open conference when first presented.

SECTION 3 - All amendments or revisions shall take effect immediately upon adoption by the membership unless otherwise provided.

ARTICLE IX POLICIES AND PROCEDURES

SECTION 1 - To provide uniform and consistent accomplishment of the Articles of this Constitution and Bylaws, the Board of Directors shall develop and adopt policies clearly describing the methods and procedures.

SECTION 2 - The officers of the Association and committee chairpersons shall be provided copies of Association policies within ninety (90) days of adoption.

SECTION 3 - The Board of Directors shall cause all OFCA policies to be reviewed on an annual basis.

ARTICLE X DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue law) or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.