

# *Bylaws*



## *Maine Fire Chiefs' Association*

*Established 1912*

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**CONSTITUTION AND BY-LAWS  
OF  
MAINE FIRE CHIEFS' ASSOCIATION**

**ARTICLE ONE**

**PURPOSE**

The Chiefs of Departments of Maine and other such persons as we shall deem it proper to join us, form ourselves into an organization to be known as "The Maine Fire Chiefs' Association." The purpose of which shall be to Promote and Develop Professionalism, Foster Political Relationships, provide Chief and Company Officer Certifications and provide Leadership Qualities for Maine Fire Service.

If at any time the Association shall cease to carry out the purpose as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization, selected by a majority of the Board of Directors of the Association, which has similar purposes and has established its tax exempt status under section 501 (3) of the Internal Revenue code of 1354 as now enacted, or as may hereafter be amended, and such assets and property shall be applied exclusively for such charitable, scientific and education programs.

## **ARTICLE TWO**

### **MEMBERSHIP**

#### **SECTION ONE**

Regular members shall be any duly sworn chief of a fire department, either public or private, or who regardless of their official title, are the chief fire official in any city, town, hamlet, or village within the State of Maine and appointed by that jurisdiction as the chief fire official, and the chief officers of said department, Fire Chief, Deputy Fire Chief, Battalion Chief, Division Chief, District Chief, Assistant Chief, or Fire Administrator.

#### **SECTION TWO**

- A. Associate Members shall have all the privileges of Regular Membership except that of holding office and voting.
- B. Associate Membership shall include, but not be limited to: the Maine Fire Marshal and Assistant, Maine Director of Forest Fire Control and District Rangers, the Maine Fire Service Institute Administrator,, and Fire-related Business Professional etc., excluding all other fire department personnel not covered under Section One regardless of rank or position.
- C. There shall be a Chaplains' Division of the Association. Membership in the Chaplains' Division shall be limited to members of the clergy who are serving in any official capacity as Chaplain to a fire department in the State of Maine. Members of the Chaplains' Division shall be considered associate members of the Association.
- D. There shall be a Retired Fire Chiefs' Division (RCD) of the Association. Membership in the RCD shall be limited to past Regular Members, who served their communities, as Chief, for five (5) continuous years. The Retired Fire Chiefs' Divisions shall be considered Life Members, with voting privileges but will not hold any position on the Board of Directors, Executive Board, or Chair any Committees of the Association.

#### **SECTION THREE**

Honorary members shall be those who may have rendered conspicuous service to "The Maine Fire Chiefs' Association," recommended and accepted by the Board of Directors of the Association.

#### **SECTION FOUR**

- A. Life Members shall include Regular Members who have completed five (5) continuous years as a Regular Member and who honorably retires or resigns from active duty, and will retain voting rights as a Regular Member but will not hold any position on the Board

of Directors, Executive Board, or Chair any Committees of the Association. Upon reinstatement as an Active Member, the Life Membership shall be suspended until the member re-retires or re-resigns.

- B. Life Associate Members shall include Associate Members who have completed five (5) continuous years as an associate member and who honorably retire or honorably resign from active duty in the fire related activity.

#### **SECTION FIVE**

- A. Any applicant for Regular Membership must complete the full membership form, and be sponsored by a regular member.
- B. Any applicant applying for Associate Membership must complete the full membership form and be sponsored by a Regular Member.
- C. Acceptance for any type of membership shall be by majority vote of the Board of Directors.

#### **SECTION SIX**

On the retirement or separation of employment in good standing, of any regular Association member from office in his/her individual fire department, he/she may retain his/her membership in the Association, for 1 year, subject to the approval of the Board of Directors. They may not hold any position on the Board, Executive Board or Chair any committees.

#### **SECTION SEVEN**

**Removal of Members.** The Board of Directors may censure, either publicly or privately, suspend, or expel, and prohibit reinstatement of a member for any violation of the IAFC Code of Ethics as adopted by the MFCA Board. The Board of Directors shall establish procedures for the handling of complaints against members and for the investigation and determination thereof. In each case the member so involved shall be notified promptly.

#### **SECTION EIGHT**

Membership is not transferable; it shall be in the name of the individual and shall not be attached to the position.

## **ARTICLE THREE**

### **OFFICERS AND THEIR ELECTION**

#### **SECTION ONE**

- A. The Executive Board of Directors of the Association shall consist of a President, First Vice-President, Second Vice-President, Correspondent Secretary, Treasurer and Sergeant-at-Arms. The Executive Board shall meet as needed to handle urgent business matters, which cannot wait until the Regular Monthly Meeting of the Board and with suggestions from the Board of Directors, set-up the yearly schedules for meetings and trainings for the year. Emergency actions of the Executive Board will be brought to the full Board of Directors, as soon as possible.
- B. The Board of Directors will consist of sixteen (16) Active Members, with preference given to a representative from each of the 16 Counties, the Immediate Past President and the Executive Officers.
- C. The Board of Directors may, from time to time, contract the services of a Legislative Liaison or an Executive Director who may also serve as the Association's Legislative Liaison. The Legislative Liaison or Executive Director is an appointment by the Board of Directors and not an elected position.

#### **SECTION TWO**

- A. Executive Board Members shall hold office for a term of one year, President, 1st Vice-President, 2nd Vice-President, and Sergeant-at-Arms will be nominated to advance under the normal process of elevation The Correspondent Secretary and Treasurer shall be part of the Executive Committee and hold office for one year.
- B. Members of the Board of Directors shall be elected and serve for a term of one (1) to three (3) years.

#### **SECTION THREE**

##### **Nomination and/or Reappointment of Officers:**

- A. There shall be a nominating committee composed of two (2) past presidents and three (3) board members of the Association. The Nominating Committee will have staggered term of 2 years and the complete list of Duties, Responsibilities and terms of the Nominating committee will be described in the MFCA Administrative Guide. Nomination of Board Members will be made by the Nominating Committee and/or from the floor at the Annual Meeting in October. If other nominations come from the floor, the President may ask for a secret ballot.

- B. Should a vacancy in the Executive Board occur, such vacancy may be filled at the next Regular Meeting of the Board of Directors.
- C. Should a vacancy in the Board of Directors occur, such vacancy will be filled at the Annual Meeting or by direct nomination (in writing) from a County Association and approval of the Board of Directors. County Associations should be involved in having Board members to represent them. If no name is recommended from the County Association, the position will be filled as an at-large seat. For purposes of this section, the at-large seat would assume the vacant county seat and be filled by a regular member of the Maine Fire Chief's Association for a one year term. At the conclusion of that term the county not represented will have the opportunity to submit a name for nomination to resume representation on the Board of Directors.
- D. The Executive Director shall be appointed by the Board of Directors through an open and transparent process, by negotiating a contract that sets the term and conditions of his/her employment based on the needs and resources of the association as they may change from time to time.

#### **SECTION FOUR**

**Eligibility for Office.** To be eligible as a Board Member of the Association, the candidate must be a Regular Member and have been a Regular Member for a period of at least one (1) year.

#### **SECTION FIVE**

##### **A. Attendance**

All Board Members, absent from 3 meetings in a row or over 50% of the Association Meetings within the fiscal year (Oct 1<sup>st</sup> to Sept 30<sup>th</sup>), without approval of the President or First Vice President, shall be dismissed from the board. Any such approval from the President or First Vice President must be put in the minutes at the meeting they are missing.

It shall be the responsibility of the Nomination Committee to police the attendance of Board Members (See Admin Guide)

##### **B. Ethics Committee**

The President, as Chair, shall appoint an Ethics Committee as needed. The make-up and duties of the Ethics Committee is shown in the Administrative Guide.

Upon appeal, the MFCA Board of Directors are responsible for making the final decision on matters pertaining to the enforcement of the Code, including, but not limited to, sanctions for the violation thereof. (See Admin Guide)

## ARTICLE FOUR

### DUTIES OF THE OFFICERS

#### SECTION ONE

It shall be the duty of the President to preside at all of the meetings of the Association; to keep order therein; to call regular meetings of the Board of Directors; to call Special Meetings of the Board of Directors; to sign all purchase orders or check requests for the Treasurer; to appoint, at the meeting preceding the annual meeting a Nominating committee of two (2) past Presidents and three (3) Board of Director members, and direct them to present, in writing, a complete slate of officers for consideration at the Annual Meeting.

#### SECTION TWO - DUTIES

- A. President – executive leadership of the Association. See Administrative Guide.
- B. First Vice-President – to perform the duties of the President during his absence, and to assist the President in the performance of his duties. See Administrative Guide.
- C. Second Vice-President – to perform the duties of the President during the absence of the President and the First Vice-President and to be in charge of all publicity for the Association. See Administrative Guide.
- D. MMA Secretary – to be responsible for maintaining all records and transactions of the Association and make a written report of business of the preceding year at the annual meeting. Attend all meetings of the Association and do the minutes. To maintain and safeguard all Association records entrusted to his/her care. The Secretary shall notify, by mail, the members of the Association and the Board of Directors of all meetings, keep a roll of all members of the Association, and submit to the Board of Directors all additions or deletions to the same as soon as possible as they occur. See Administrative Guide.
- E. Correspondence Secretary – to help the President write all correspondence as necessary as soon as possible after each meeting. Work with MMA Staff as necessary. In the absence of the MMA Secretary, keep minutes at all meetings. See Administrative Guide.
- F. Treasurer – to implement and maintain a sound system of financial records and management and maintain budgetary control. See Administrative Guide.
- G. Sergeant-at-Arms – to enforce the directions of the President at all meetings; to control and circulate the attendance book at all meetings; to levy wearing the Association name badges; to circulate necessary materials among the members at a meeting; to control access to meetings; and to assist the President in overseeing the security and maintenance of order at all Association/Director’s meetings, and conferences. See Administrative Guide.

- H. Board of Directors – shall have charge and control of the management of the Association, including the ways and means of carrying out its objectives and purposes, subject to the wishes of its members expressed at any regular meeting. The Directors shall also have general management of all the affairs of the Association not otherwise provided for. See Administrative Guide.
  
- I. Executive Director – shall report directly to the President, and represent the Association on all matters of interest at the direction of the Board of Directors. The Executive Director may act as the Association’s Legislative Liaison , interface with our various partners in public safety, and other activities as directed by the Board. The Executive Director shall keep the membership of the Association informed of important issues and mobilize them to assist in influencing legislation as necessary.

## **ARTICLE FIVE**

### **MEETINGS**

#### **SECTION ONE**

The Executive Board of Directors, with suggestions and direction from all Board Members, shall set all meetings of the Association.

#### **SECTION TWO**

- A. The MFCA normally meets every month between Board of Directors Meetings, Membership Meetings and the Annual meeting. The October meeting will be the Annual Meeting. All meeting dates will be posted on the MFCA Website and can be changed by the Board of Directors.
- B. Special meetings may be called by the President or First Vice President, in the President's absence. Each member shall be notified by mail or e-mail of the time and place of the meeting by the MMA Secretary. E-mail notification shall require a confirmation of receipt.
- C. The Executive Board shall meet every August to put together a Proposed Budget for the following year.

#### **SECTION THREE**

Nine (9) members shall constitute a quorum to transact business.

#### **SECTION FOUR**

Whenever the President or a majority of the Board of Directors deems it necessary to go into Executive Session at a Membership Meeting or a meeting of the Board of Directors, the President shall so order and state the purpose of the executive session. Attendance at executive sessions shall be limited to voting members for (Membership Meetings) and Board Members (at Board of Directors Meetings) and any other persons as requested by the President, per Maine State Law Title I, Section 405.

#### **SECTION FIVE**

All members shall be notified at least five (5) days previous to the holding of any meeting of the Association except, Special Emergency, Executive Board or meetings of the Board of Directors.

## **SECTION SIX**

- A. Board Members may have a proxy at meetings to bring back information in the absence of the Board Member. This proxy will not have voting privileges.
- B. Travel allowance will be provided to all Board Members of the Association who do not have a travel allowance they can use at regular Board meetings only. Mileage will be reimbursed at the current Federal Rate.
- C. The Association at regular Board meetings only, provided they are not covered by the member's travel/meal allowances will pay for the cost of meals for Board Members. Board Members traveling over 200 miles round trip, will be reimbursed for lodging for Board meetings only. The original receipt must be accompanied with the request for payment for reimbursement.
- D. All other expenses will have to be approved by the President or 1<sup>st</sup> Vice President.

## **ARTICLE SIX**

### **MAINE CHIEF FIRE OFFICER CERTIFICATION**

#### **SECTION ONE**

The mission of the Maine Fire Chiefs' Association Professional Certification program is to foster professional development of Fire and Emergency Service Personnel by providing guidance for professional achievement.

The purpose is to further enhance the professionalism of Fire Chiefs throughout the State of Maine by establishing Education, Training and Experience Criteria relevant to the position of Fire Chief and Chief Officers and to certify that the candidates have met these criteria.

#### **SECTION TWO**

The Maine Fire Chiefs' Certification Program has multiple levels. The certification level achieved may be displayed after your name.

#### **SECTION THREE**

The Certification Program will be managed by a "Certification Committee" appointed by the Board of Directors of the Maine Fire Chiefs' Association.

Applications for Certification may be downloaded from the Maine Fire Chiefs' Web Site or contacting the MMA Secretary.

A fee for Certification and Re-Certification will be charged per application to cover associated costs.

## **ARTICLE SEVEN**

### **RULES OF ORDER**

#### **SECTION ONE**

In the absence of any provision to the contrary in this constitution or the Rules of the Association, all meetings of the Association and all meetings of the Board of Directors, and of all other committees and sections shall be governed by the parliamentary rules and usages contained in then current editions of Roberts Rules of Order Revised.

#### **SECTION TWO – MEMBERSHIP MEETINGS**

The order of business shall be as follows unless changed by the President or by suggestion and board approval:

Pledge of Allegiance to the Flag.

Message of Thanks to the Host Chief.

Message of Thanks to providers of Hospitality.

Reading of the Minutes.

Reading of the Treasurer's Report.

Communications.

Reports of Standing Committees.

Reports of Special Committees.

Break Period.

Unfinished Business.

New Business.

Applications for Membership and/or applications for Mutual Aid Radio Frequencies.

Report of the Nominating Committee (Annual Meeting).

Remarks for the good of the Association

## **ARTICLE EIGHT**

### **AMENDMENTS TO THE CONSTITUTION**

Proposed By-Laws changes must be submitted in writing at any Membership Meeting of the Association. After introduction, a decision to vote on such proposed by-laws shall be conducted at the next regularly scheduled monthly meeting of the Association Directors. By-Laws shall be changed by a two-thirds vote of the active members present at the next Membership Association Meeting. Proposed by-laws changes shall be published on the Association Web Site during the period between the meeting at which the changes were introduced and the meeting at which the proposed changes are to be voted upon.

## **ARTICLE NINE**

### **DUES**

#### **SECTION ONE**

- A. The annual dues of the Association for Regular and Associate Members will be paid in the amount established by the majority of the membership present at a Regular Meeting of the Association, after being notified of possible change on the Chiefs' Web Site and the meeting notice, preceding the meeting. In 2005, the Membership voted to increase the dues from \$50.00 to \$75.00 and every two years thereafter, a cost of living adjustment of 3 to 4% to be adjusted to the nearest dollar by the Treasurer of the Association. Membership runs January 1 to December 31st each year. New Memberships will be allowed a three-month grace period for dues: October, November and December.
- B. Honorary, Life and Associate Life Members shall not be subject to annual dues.

#### **SECTION TWO**

Whenever any member shall fail to pay his/her annual dues, after being sent an original invoice and thirty (30) days later a second notice, their name shall be dropped from the membership list. Any member so dropped can be reinstated by paying all dues owed to the Association.

Adopted by Membership on October 6, 2004.

Amended and Adopted by Membership on July 21, 2005.

Amended and Adopted by Membership on February 9, 2007.

Amended and Adopted by Membership on October 22, 2008.

Amended and Adopted by Membership on July 21, 2011.

Amended and Adopted by Membership on July, 12, 2012

Amended and Adopted by Membership on July 18, 2013

Amended and Adopted by Membership on October 3, 2018