



The IAFC Constitution and Bylaws

**Adopted at
Fire-Rescue International
San Antonio, Texas
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IAFC CONSTITUTION AND BYLAWS
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CONSTITUTION AND BYLAWS

Article I. General

Section 1. Name

This organization shall be known as the International Association of Fire Chiefs, Inc., herein called the "Association," "IAFC, Inc.," or "IAFC."

Section 2. Purpose

The purpose of this organization is to serve as the representative of choice of (and for) career and volunteer leaders of fire and related emergency services organizations throughout the international community, and to support and enhance the work of those leaders and organizations in order that they may best provide for the protection of people and the environment from the occurrence and outcomes of fires and other natural, technological and human-behavior-caused emergencies. To carry out this purpose the Association shall provide its member career and volunteer leaders of fire and related emergency service organizations the following:

- A. Information and education for use within fire and related emergency service and for use in educating the public;
- B. Representation, both within the Association, and with other governmental and non-governmental organizations;
- C. The premier clearinghouse and point of exchange of experience, ideas and general knowledge in all areas encompassing fire and related emergencies, particularly effective response thereto;
- D. Support of, and primary point of international contact for, local, state, provincial and national organizations that share all or part of the goals of the Association; and
- E. Support in strengthening and enhancing all the diverse missions of the fire service with a focus on core missions such as suppression, prevention and EMS.

Section 3. Headquarters Location

There shall be a headquarters office at a place selected by the Board of Directors.

Section 4. Bonding of Officers

The treasurer, and employees or officers authorized to receive and administer funds by the Board of Directors, shall be bonded by the Association in an amount approved by the Board of Directors.

Section 5. Incorporation in New York; New York Law and IAFC's Constitution and Bylaws

The IAFC is incorporated as a not-for-profit corporation in New York, and thus subject to New York's Not-for-Profit Corporation Law, as amended from time to time (hereinafter, "New York law").

- A. When New York law provides for a mandatory ("shall") action on the part of the IAFC or its Board of Directors that is immediate in nature, but at variance with these constitution and bylaws, or not otherwise authorized by these constitution and bylaws, such mandatory action shall proceed according to New York law which shall govern the actions of the IAFC or its Board of Directors. The Constitution, Bylaws and Resolutions Committee shall meet within 45 days of the IAFC or board action to identify the amendment(s) required to reconcile the constitution and bylaws with New York law and to act on a report to the board.

- B. When New York law provides for a mandatory (“shall”) action on the part of the IAFC or its Board of Directors that is not immediate in nature, but is at variance with these constitution and bylaws, or not otherwise authorized by these constitution and bylaws, the Board of Directors and Constitution, Bylaws and Resolutions Committee shall, in collaboration with IAFC’s legal counsel, undertake such actions as are required to reconcile these constitution and bylaws with New York law in the form of an amendment to these constitution and bylaws at the next annual business meeting of the IAFC.
- C. When New York law provides for a permissive (“may”) action on the part of the IAFC or its Board of Directors that is in conflict with these constitution and bylaws, as determined by the Constitution, Bylaws and Resolutions Committee, the provisions of these constitution and bylaws shall prevail, and the action shall not proceed until authorized by the IAFC members by amendment of these constitution and bylaws.
- D. When New York law provides for a permissive (“may”) action on the part of the IAFC or its Board of Directors that is not otherwise authorized by these constitution and bylaws, the Constitution, Bylaws and Resolutions Committee shall examine that action for consistency in effect with the general objectives of the IAFC and submit its findings to the Board of Directors. If the Board of Directors finds such action to be so consistent, the action may proceed.¹

Article II. Membership

Section 1. Membership

The Association shall include the following divisional associations:

- A. Canadian Division of the International Association of Fire Chiefs, Inc.: Canadian Association of Fire Chiefs (CAFC).
- B. Eastern Division of the International Association of Fire Chiefs, Inc.: Delaware, Maryland, New Jersey, New York, Pennsylvania and the District of Columbia.
- C. Great Lakes Division of the International Association of Fire Chiefs, Inc.: Illinois, Indiana, Michigan, Minnesota, Ohio and Wisconsin.
- D. Missouri Valley Division of the International Association of Fire Chiefs, Inc.: Colorado, Iowa, Kansas, Missouri, Nebraska, North Dakota, South Dakota and Wyoming.
- E. New England Division of the International Association of Fire Chiefs, Inc.: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.
- F. Southeastern Division of the International Association of Fire Chiefs, Inc.: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, Puerto Rico and Virgin Islands.
- G. Southwestern Division of the International Association of Fire Chiefs, Inc.: Arkansas, Louisiana, New Mexico, Oklahoma and Texas.
- H. Western Division of the International Association of Fire Chiefs, Inc.: Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington and U.S. Pacific Territories.

Individual members not included in any divisional associations enumerated in A-H, and federal and military fire service members, will be considered international members. An individual IAFC member not assigned to a geographic division or not otherwise eligible for Federal-Military, Canadian Division or CAFC membership and located outside the geographic boundaries of a division may apply for membership in any division, provided that the division to which the member applies elects to accept that member’s application.

¹ Added language on incorporation in New York in 2013.

Section 2. Divisions

Divisions may organize under their own constitution and bylaws providing that such constitution and bylaws shall be consistent in effect with the general objectives of the International Association of Fire Chiefs, Inc. as determined by the IAFC Board of Directors. Any such constitution and bylaws, or amendment adopted thereby, shall not be effective unless or until so determined. Such determinations by the Board of Directors shall be reported to the division in writing. The Board of Directors shall establish such procedures and sanctions as are required to maintain consistency between the IAFC, Inc.'s general objectives and the division's constitution and bylaws.

Section 3. Sections

- A. Subject to the certification of membership by the IAFC Board of Directors, a group of members having specialized interests may, on attaining not less than one hundred fifty (150) regular and/or associate members, form a section of the Association as described in the policy manual.² Sections shall select their own executive committees. Sections shall not have representation on the IAFC Board of Directors unless otherwise specified in Article V, Section 2. Sections shall operate within the corporate structure of the Association and their bylaws shall be approved by the IAFC Board of Directors and be consistent with the constitution and bylaws of the Association.
- B. In order to be eligible for election or appointment as a section officer, a Regular member must qualify as a section member according to Article II Section 4 (A)(1); if the section represents Affiliate members, an affiliate section member must be employed by (or a member of) a fire department, and, if the section is eligible for representation on the IAFC Board of Directors, the section's representative must be employed by (or a member of) a fire department. In the event that a member vacates his/her position through retirement or otherwise as a leader of the department while holding an elected office, the member may continue to hold that office until completion of the term.
- C. If at any time, a member of a section's executive committee accepts a position or engages in conduct that, in the opinion of that section's board of directors, conflicts with the interests and values of that section, or of the IAFC, then, after notice and an opportunity for presentation, the section board may, with a minimum of 75% voting in the affirmative, remove that member from office, thereby creating a vacancy in that office.
- D. If at any time, a member of a section's board of directors accepts a position or engages in conduct that, in the opinion of the IAFC Board of Directors and the section board does not act, the Board may, after notice and an opportunity for presentation, and with a minimum of 75% of the Board voting in the affirmative, remove that member from office, thereby creating a vacancy in that office.

Section 4. Membership and Membership Privileges

The individual membership of the Association 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. "Chief of the department" includes that person responsible for management of a regularly organized public, private, governmental or industrial fire department who

² Language on formation of a section pre-1994.

- bears a title other than chief, including, but not limited to, Fire Commissioner and Chief Engineer.
2. Department, city, county, state, provincial and territorial fire marshals and their immediate subordinates as designated by the fire marshal.
 3. All regular members in retirement from a position described in subsection 1 or 2 above who have not been designated life members but maintain current dues-paying status as well as those regular members who presently do not meet the eligibility requirements for regular membership but maintain current dues-paying status.³

Regular members who maintain current dues-paying status shall be entitled to vote on all matters requiring a vote of the general membership and may hold elective office and serve on the Board of Directors, subject to the provisions of Article III, Section 2. New regular members shall be entitled to voting privileges fifteen days after receipt of initial membership dues.

B. Members Other than Regular Members:

1. Past President Life Membership

- a) Life membership shall be conferred upon all past presidents of the Association with all the privileges of regular membership.
- b) Past President Life members are not required to pay dues.

2. Departmental Members

- a) Departmental members shall include any fire/EMS departments serving populations of 10,000 or less.
- b) Departmental members shall be entitled to the same privileges as a regular member with the exception of service in elected position.
- c) Dues for departmental members shall be the same as for regular members.
- d) Departmental members shall be entitled to vote on all matters requiring a vote, but are entitled to only one vote.

3. Life Members

- a) Life members shall include:
 - 1) Current members who joined prior to August 28, 2003 (eight or more consecutive years as a regular member) will be eligible for life membership when they have reached ten consecutive years as a regular member and have fully retired from the fire service.
 - 2) Current members who joined between August 28, 2003 and August 28, 2011 (less than eight consecutive years as a regular member) are eligible for life membership when they have reached fifteen consecutive years as a regular member and have fully retired from the fire service.
 - 3) Members joining after August 28, 2011 are eligible for life membership after 20 consecutive years as a regular member once they have fully retired from the fire service.⁴
- b) Life members are not required to pay dues but may be charged for association services.
- c) Application for life membership shall be made to the CEO/executive director.
- d) Life membership shall not be conferred or continued for individuals who are eligible to be a regular member of the Association through their employment or involvement with the fire service.

³ Language on regular members in retirement changed in 2011 and 2013.

⁴ Language on life membership changed in 2011.

e) Life members shall be entitled to vote on all matters requiring a vote, but are not eligible to hold elective office or serve on the Board of Directors.

4. Associate Members

- a) Associate members shall be individuals, associations, individual employees or officers of corporations and businesses that are interested in the goals and objectives of the Association who are not eligible for regular, affiliate or departmental membership. Present or past elected or appointed officials (i.e., members of a fire commission or board, city or county managers, mayors and city or town council members) shall be eligible for associate membership.
- b) Associate members shall have all the benefits of regular membership, except they are not eligible to hold IAFC elective office, serve on the IAFC Board of Directors, have IAFC voting privileges, or be eligible for IAFC life membership. Associate members who are not individuals are eligible for attendance of one representative at a discounted rate for IAFC functions and related IAFC activities.

5. Affiliate Members⁵

- a) Affiliate members shall be individuals interested in the affairs of the IAFC and the fire service who are employed by (or members of) a fire department, or emergency medical services or equivalent emergency-services delivery agency, or work for an agency which performs direct services in support of a fire department's primary missions (e.g., local or state safety code enforcement, federal, state or local fire service training delivery agencies), and who are not eligible for regular membership.
- b) Affiliate members shall have all the benefits of regular membership, except they are not eligible to hold IAFC elective office, serve on the IAFC Board of Directors, have IAFC voting privileges, be eligible for IAFC life membership, or serve on the IAFC Board of Directors, except to the extent provided in Article II, Section 3 (B).
- c) Affiliate members shall be considered members of the division in which they live or work, and, as such, shall pay divisional dues of \$20.00 per year as prescribed herein.

6. Honorary Life Members

- a) Honorary life membership may be conferred upon any person who has rendered conspicuous service to the Association, its aims and purposes, provided that such membership shall be unanimously recommended by the Executive Committee and approved by the Board of Directors.
- b) Honorary life members shall be entitled to participate fully in the affairs of the Association except they are not eligible to hold elective office, serve on the Board of Directors or have voting privileges.
- c) Honorary life members shall not pay annual dues.

Unless otherwise specified herein, dues and membership services for members other than regular members shall be established by the IAFC Board of Directors. Nothing herein precludes the IAFC Board of Directors from establishing trial memberships, which shall be free-of-charge and offered for a limited time period of one year or less. For purposes of Article III, Section 3, such trial memberships shall not be included in the total count of IAFC membership. Trial members shall not have the right to vote or hold office.⁶

⁵ Section on Affiliate Members first added in 2003.

⁶ Details on trial memberships added in 2013.

The IAFC Board of Directors may establish pilot membership programs and members shall be entitled to such rights as are determined by the Board of Directors. A pilot program shall expire no later than five years after its inauguration.⁷

Section 5. Membership Class Criteria

All division or section membership class criteria shall include a requirement for IAFC membership to the extent that an applicant for, or member of, a division or section membership class meets the criteria for an IAFC membership class.⁸

Section 6. Corporate Sponsorships

Corporate sponsorship status shall be available to persons and/or businesses engaged in the manufacture or sale of emergency apparatus, supplies or service and/or persons or businesses otherwise interested in the field of fire or emergency services, upon payment of an annual fee which shall be determined by the Board of Directors.

Section 7. Suspension or Revocation of Membership

The Board of Directors may, after notice and an opportunity for presentation, temporarily suspend or revoke the membership of any member for conduct unbecoming a member of the Association.

Article III. Officers and Directors

Section 1. Elected Officers

The elected officers of the Association shall consist of a president, first vice president, second vice president and treasurer, all of whom shall be elected by the members. The treasurer shall be elected for a term of three (3) years and cannot serve more than two (2) consecutive elected terms. All other officers shall each have a term of office for one (1) year or until the next annual conference when their successors shall take office.

Section 2. Elected Officer Eligibility⁹

Any member of the Association seeking election to any of the elective offices specified in Article III, Section 1 of the constitution and bylaws shall:

- A. Be the chief of a fire department and a Regular member of the Association in good standing at the time of filing and upon installation.
- B. In the event that a member vacates his/her position through retirement or otherwise as chief of department while holding an elected office, the member may continue to hold said office until completion of the term. If at any time such officer accepts a position that, in the opinion of the Board of Directors, conflicts with the interests and values of the IAFC, the Board of Directors may, with a minimum of 75% of the Board voting in the affirmative, remove that person from office, thereby creating a vacancy in that office.
- C. Prior to application for an IAFC employee position or other compensated position, or a staff vacancy or other compensated position at any subsidiary IAFC organization or entity, an officer shall resign that officer position, and may not be elected or appointed as an Officer for a period of two years from the date of that resignation.
- D. No IAFC (or subsidiary) employee or other compensated person may file or otherwise seek election to an officer position unless such IAFC (or subsidiary) employee or other compensated person shall have resigned as a member of IAFC's (or subsidiary's) staff or other compensated position not less than two years prior to filing or appointment, and

⁷ Pilot programs added in 2013.

⁸ New section 5 added 2012.

⁹ New sections C and D added to Section 2 in 2013.

will not be eligible for re-employment with IAFC (or subsidiary) for a period of two years from the date of resignation (if not subsequently elected or appointed as an Officer) or the date of conclusion of his/her term as an Officer.

- E. Questions of eligibility shall be resolved by the Elections Committee (Bylaws Section III, Subsection 1).

Section 3. Removal from Office

In the event that an officer is convicted of a felony while holding office, that officer shall be deemed to have forfeited his/her office, and shall be removed from that office.

Article IV. Duties of the Officers

Section 1. Duties of Elected Officers

The duties of the elective officers are as follows:

The president shall:

- A. Be the official representative and spokesperson for the Association.
- B. Serve as the chair of the Executive Committee.
- C. Preside at meetings of the Association and at meetings of the Board of Directors.
- D. Insure that all committees, work groups or task forces operate according to the constitution and bylaws and Association policies.
- E. 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 necessary.
- F. Name additional committees, work groups, or task forces and appoint their chairs for the term of office to accomplish the goals and objectives of the Association.

The first vice president shall:

- A. In the absence or inability of the president to perform all the duties of the office, be directed to assume the duties of the president.
- B. Assist the president in conducting the business and policies of the Association.
- C. Perform such other duties as are prescribed by the Board of Directors.

The second vice president shall:

- A. Assist the president and the first vice president in conducting the business and policies of the Association.
- B. In the absence or inability of the president and first vice president, be directed to assume all the duties and responsibilities of the president.
- C. Perform such other duties as are prescribed by the Board of Directors.

In addition to all other duties required by the president, the first and second vice presidents shall perform such other duties as may be required of them by majority vote of the Association in conference assembled or by policy direction of the Board of Directors.

The treasurer shall:

- A. Supervise the use of all the assets of the Association with the advice and approval of the Executive Committee.
- B. Determine that all monies of the Association are deposited in proper accounts and, where applicable, draw the highest rate of return consistent with the greatest safety for the Association funds.
- C. Determine that all funds collected and disbursed by the CEO/executive director are collected, recorded, and disbursed according to accepted accounting principles and in accordance with the bylaws of the Association and policies adopted by the Board of Directors.

- D. Report to the annual conference on the financial condition of the Association, including a summary of all revenues and disbursements.
- E. Consult with the CEO/executive director during budget preparation prior to consideration by the Executive Committee.

Section 2. Duties of the Executive Committee

The Executive Committee shall:

- A. Review the annual budget as proposed by the CEO/executive director and make recommendation to the Board of Directors for its approval, disapproval or change.
- B. Study and evaluate the finances of the Association with the purpose of formulating plans for increasing revenues, and budgeting control of present and future finances, advising and counseling with the CEO/executive director, approving the investment of Association funds, presenting such plans and any other recommendations to the Board of Directors for consideration and approval.
- C. Carry out other duties assigned by the Board of Directors.

Section 3. Records

All officers shall deliver all records of their office to their successors.

Article V. Board of Directors

Section 1. Duties of the IAFC Board of Directors

The IAFC Board of Directors shall:

- A. Appoint an CEO/executive director who shall be subject to removal from office, at any time, by a majority vote of the board.
- B. Have general charge of the affairs of the Association.
- C. Review the work of the Association at the Board of Directors' meetings and develop Association policy for operations.
- D. Create and maintain a biannual strategic plan to provide for continuity and the general direction of the Association.
- E. Approve, adopt, change or amend all budgets as recommended by the CEO/executive director and the Executive Committee.
- F. Cause to be made an audit of all books and present such audit to the Board of Directors at its next meeting.
- G. Establish the date and place of the annual conference of the Association and cause to have the dates and place of the annual conference published in the official publication of the Association at least ninety (90) days prior to the opening date of the conference.
- H. Establish the registration fee for the annual conference.

Section 2. Composition of the Board

The Board of Directors shall consist of the following five (5) member-elected officers: president, first vice president, second vice president, immediate past president and treasurer. In addition, the board shall consist of following Division- or Section-elected directors: one (1) director from each of the Divisions; one (1) director selected by the Metro Chiefs Section; and one (1) director selected by the Volunteer and Combination Officers Section. Up to three additional sections established pursuant to Article II, Section 3, which have and maintain a total of regular, associate, affiliate and/or departmental IAFC members equivalent to or greater than four percent (4%) of the total IAFC membership (as defined in Article II, Section 4) shall be entitled to one director selected by that section. If more than three additional sections meet those eligibility criteria, the three sections with the greatest number of qualifying members shall each be entitled to a director on the board. For purposes of establishing the eligibility criteria, the

board shall certify the membership number of each section at the board meeting which takes place at Fire-Rescue International.

Section 3. Terms of Service

The terms of board service of the member-elected officers shall coincide with their terms of office. Division- and Section-elected directors shall serve for the term specified by his or her respective Division or Section.

Section 4. Committees

1. Executive Committee. There shall be an Executive Committee, which shall consist of the president, first vice president, second vice president, immediate past president, treasurer, and one member-at-large from among the Board of Directors. The at-large member shall be selected at a meeting of the directors in conjunction with the annual conference. The Executive Committee shall:

- A. Review the annual budget as proposed by the CEO/executive director and make recommendation to the Board of Directors for its approval, disapproval or change.
- B. Study and evaluate the finances of the Association with the purpose of formulating plans for increasing revenues, and budgeting control of present and future finances, advising and counseling with the CEO/executive director, approving the investment of Association funds, presenting such plans and any other recommendations to the Board of Directors for consideration and approval.
- C. Carry out other duties assigned by the Board of Directors.

2. Standing Committees. The Board of Directors, by resolution adopted by a majority of the full board, may establish from among the board members "standing committees" that shall have and exercise the authority of the board, and shall be considered committees of the board. Such committees shall each consist of at least three (3) directors. The Executive Committee will be a standing committee of the board. The Board of Directors may also establish other, advisory committees as it deems advisable from time to time, that shall only have the powers and authority specifically delegated to them by the board. The composition, operating procedures, duties and authorities of each committee shall be as determined by resolution, policy, or committee charter of the board. In no event, however, shall any committee have authority as to the following matters:

- A. the submission to members of any action requiring member approval;
- B. the filling of vacancies on the Board of Directors or any committee;
- C. the fixing of director compensation; and
- D. the amendment or repeal of any resolution of the Board of Directors, which, by its terms, may not be so amended or repealed.

The designation of and the delegation of authority to any committee shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon them by law.

3. Other Committees

Subsection 1. Permanent Committees

In addition to those committees provided for in the constitution, the following permanent committees are established, whose members shall be appointed from the membership ranks for staggered three (3) year terms. Such appointments shall begin in August to correspond with the annual conference. Committee vacancies shall be immediately filled by the appointing authority.

Constitution, Bylaws and Resolutions Committee

Elections Committee

Subsection 2. Constitution, Bylaws and Resolutions Committee

The Constitution, Bylaws and Resolutions Committee functions:

- A. The Constitution, Bylaws and Resolutions Committee shall consist of one (1) representative of each division appointed by the division president, and three (3) at-large members. The Association president shall appoint one at-large member annually. The Association president shall appoint a chair from the members of the committee for a one-year term. The committee may recommend a candidate for chair to the president.
- B. Meets at least annually to initiate and/or review proposed changes to the IAFC Constitution and Bylaws that have been submitted in a form prescribed by the Constitution, Bylaws and Resolutions Committee, and report on the changes to the Board of Directors. The committee reports any proposed changes to the membership.
- C. Committee receives and reviews all resolutions submitted by membership and makes a recommendation on each resolution in a report to the membership.
- D. Committee will submit resolutions to the general membership for a vote at the general business meeting.

Subsection 3. Elections Committee

The Elections Committee shall consist of one representative of each division appointed by the division president. The committee shall administer the election process set forth in Section III of the bylaws, and shall administer all on-site conference elections and conduct all balloting. The committee shall select a chair and vice chair from their members during August of each year.

Subsection 4. Committees and Committee Membership

All members are eligible for such committee appointments and all members are entitled to vote as members on such committees.

Section 5. Vacancies

- A. In the event of a vacancy occurring in the office of the president or his/her successors, the next officer in line shall immediately be directed by the Board of Directors in writing or in formal session to assume all duties and authorities of the vacant office and an acting second vice president shall then be named by the president and, upon approval of the Board of Directors, shall serve for the unexpired term.
- B. In the event of a vacancy occurring in the office of the treasurer, an acting treasurer shall immediately be appointed by the president and, upon approval of the Board of Directors, shall serve for the unexpired term.
- C. Vacancies in any offices or directorships not provided for above may be filled by the vote of those required to elect the officer or director at issue. However, should the vacancy remain unfilled for six months and the board be unable to constitute a quorum with the remaining directors (due to their absence, illness or other inability), then a majority of the remaining directors may appoint an interim director or officer, as applicable, to fill the vacancy. Such an interim director or officer shall hold office only until his or her successor is elected and qualified.

Article VI. Meetings

Section 1. Annual Conference

- A. There shall be an annual conference of the Association at a location approved by the Board of Directors.

Section 2. Annual and Special Meetings

- A. **Annual Conference.** The annual conference shall include the annual meeting of the members, which shall be held for the purposes of holding elections and conducting other business.
- B. **Special Meetings.** The Board of Directors may call special meetings of the members when necessary for the transaction of pressing business. Written notice of the annual meeting and special meetings shall be provided to all members not less than thirty (30) and no more than sixty (60) days before the time for such meeting. Written notice shall state the place, date, and hour of the meeting. Notice shall be delivered in person or by mail. As long as the Association has more than 500 members, membership meeting notices may also be served by publication once a week for three (3) weeks preceding the meeting, in a newspaper located in Fairfax, Virginia.
- C. **Quorum and Voting.** The quorum for purposes of calling the business meeting to order shall be 100 members eligible to vote.

Section 3. IAFC Board of Directors Meeting

The Board of Directors shall hold at least one regular meeting each year to approve, adopt, change or amend all budgets as recommended by the CEO/executive director and the Executive Committee, and to conduct other business.

- A. **Regular and Special Meetings.** Special meetings of the board may be called by the president when so requested by a majority of the Board of Directors or whenever the president determines necessary. At least five (5) days notification shall be given for the special meeting with the reason for the special meeting stated, except when the president determines that an unusual emergency exists. Reasonable advance notice shall also be given for regular meetings, for which no advance time and place has been fixed by the board. A director's presence at a meeting will constitute waiver of notice unless the director specifies otherwise at the meeting.
- B. **Quorum and Voting.** A simple majority shall constitute a quorum for the transaction of business at all meetings of the Board of Directors or the Executive Committee. Each director with voting privileges shall be entitled to exercise one vote; there shall be no voting by proxy. The vote of a majority of the directors present at a meeting where a quorum is present shall be the act of the Board of Directors.
- C. **Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors or committee members in office and entitled to vote, consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the board.

Section 4. Meeting by Teleconference or Web-conference

Any director, or member (if and to the extent authorized in advance by the board), may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.

Section 5. Meeting Minutes

Meeting minutes containing the results of the deliberations of the members and the Board of Directors shall be recorded and kept with the records of the Association. Board meeting minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the board. Upon approval, board meeting minutes shall be made accessible to all members.

Section 6. Parliamentary Order

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall provide guidance for the Association in all cases in which they are applicable and in which they are not inconsistent with this constitution and bylaws and any special rules of order that the Association may adopt.

Section 7. Quorum

A simple majority shall constitute a quorum for the transaction of business at all meetings of the Board of Directors or the Executive Committee.

Article VII. Amendments

Section 1. Ballot Amendments

- A. The Association shall have full power to alter, amend or revise this constitution and bylaws. Members requesting such alteration or revision shall submit their proposal in writing to the CEO/executive director of the Association by February 1 in a form prescribed by the Constitution, Bylaws and Resolutions Committee. The Constitution, Bylaws and Resolutions Committee may also originate such alterations or revisions at its regular annual meeting described in Section 2, Subsection 2(B) of the bylaws.
- B. The CEO/executive director shall see that notice of the proposed changes shall be provided in the official publication of the International Association of Fire Chiefs at least ninety (90) days prior to the date set for the opening of the annual conference. The headquarters office will prepare and send a mail or electronic ballot to all members eligible to vote, provided that there are at least two candidates for at least one elective office.¹⁰ The mail or electronic ballot shall be sent at least ninety (90) days prior to the opening date of the annual conference and must be returned to, and received by, the Elections Committee at least forty-five (45) days prior to the opening date of the annual conference.
- C. Provided that there are at least 100 ballots,¹¹ a subcommittee of the Elections Committee shall meet with the firm hired to tabulate the ballots. The subcommittee will provide the CEO/executive director, 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 conference. Prior to the business meeting of the annual conference, the full Elections Committee will meet to audit the process and certify the "official results." 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 annual conference.

Section 2. Conference Amendments

Nothing contained in the preceding section shall prevent the Association in conference regularly assembled from altering or revising any part of the constitution and bylaws upon a four-fifths majority vote of the members entitled to vote who are present and voting, provided, however,

¹⁰ Language referring to "at least two candidates" added 2012.

¹¹ Language referring to "at least 100 ballots" added 2012.

that notice of any such action shall be given in writing in a form prescribed by the Constitution, Bylaws and Resolutions Committee, and printed copies made available to all eligible voters present when such proposed alteration, amendment or revision shall be read in open conference with action at the business meeting.¹² Amendments not presented at the business meeting shall be referred to the Constitution, Bylaws and Resolutions Committee for its consideration and recommendation.

Section 3. Technical Amendments

The Constitution, Bylaws and Resolutions 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 annual conference.

Section 4. Effective Dates of Amendments

All amendments, alterations or revisions shall take effect immediately upon the adjournment of the annual conference unless otherwise provided.

Article VIII. General

Section 1. Conflicts of Interest

The board shall adopt a conflict-of-interest policy and maintain an annual disclosure process that applies to all officers and directors of the Association.

Section 2. Compensation

Officers and directors as such shall not receive any salary for their services. However, they are not precluded from reimbursement of reasonable expenses or from serving the Association in any other capacity and receiving reasonable compensation for such service.

Section 3. Limitation of Liability

To the fullest extent permitted by the laws of the State of New York, the personal liability of the directors, officers and committee members of the Association is hereby eliminated.

Section 4. Indemnification

To the fullest extent required by the laws of the State of New York, the Association shall indemnify its directors, officers, and committee members.

Section 5. Authority

No officer, employee, or committee members may directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors; provided, however, that in case of emergency, the president is empowered to authorize the expenditure of sufficient funds with the approval of the majority of the Executive Committee to meet the emergency. The Board of Directors shall have the sole authority to make statements or declarations with respect to Association policy, to make endorsements, or to reject of any matter on any subject of policy.

Section 6. Fiscal Year

The fiscal year of the Association shall extend from the first day of January through the thirty-first of December.

¹² Removal of reference to more than one business meeting added 2012.

Section 7. Assessment of Expenses

The Association shall, through its Board of Directors, have full power to levy an assessment and collect from the members an amount sufficient to defray all the expense of the annual conference upon proof such an assessment is necessary. The amount that can be assessed against each member shall be limited to ten dollars (\$10.00). Any amount above that herein specified must be approved by a two-thirds majority of the board members present and voting.

Bylaws Section I. General

Subsection 1. Dues

The dues for regular, departmental and associate members are one-hundred eighty-nine dollars U.S. (\$189.00) (\$189.00 Canadian for members of the Canadian Division as described in Article II, Membership, Section 1A of the Constitution) per year, and, for affiliate members, seventy-five dollars U.S. (\$75.00) (\$75 Canadian for members of the Canadian Division) and payable by the member's renewal date. The IAFC Board of Directors, by two-thirds majority vote, may adjust these annual dues by an amount not to exceed the change in the Consumer Price Index (All Urban Consumers) since the last dues adjustment.

The IAFC Board of Directors may authorize discounted dues for multi-year memberships, membership for multiple members from the same department, and new members.¹³

Subsection 2. In Arrears

No members in arrears for dues or assessments shall be eligible to vote. Any member in arrears ninety (90) calendar days after the member's renewal date shall be removed from the membership roll and from the mailing list by the CEO/executive director.

Subsection 3. Adopting Amendments to Bylaws

Amendment to these bylaws or rules of order may be made and implemented in accordance with Article VII of the Constitution. These bylaws may also be amended by designation of articles, sections and/or subsections as a policy or procedure to be published in a "Policies and Procedures Manual," maintained by the Board of Directors, endorsed by the Constitution, Bylaws and Resolutions Committee and made electronically accessible to all members, provided that changes in such policies and procedures shall be published both as they occur and in a manner that provides for member review of all such changes prior to the annual conference.

Subsection 4. Effective Date of Amendments; Priority

All amendments, alterations or revisions of any part of these bylaws or rules of order shall take effect at the adjournment of the annual conference unless otherwise provided. In the event of conflict between the constitution and bylaws and an amendment thereto, the language of that amendment shall prevail and any provisions of the constitution and bylaws inconsistent therewith shall be considered effectively amended.

Subsection 5. Technical Amendments

The Constitution, Bylaws and Resolutions 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 annual conference.

Subsection 6. Resolutions

The Association may adopt resolutions. Resolutions shall be submitted to the Constitution, Bylaws and Resolutions Committee in a manner consistent with Bylaws Section II, Subsection 2, C. Adoption of resolutions shall be at the annual conference by a majority vote of members properly assembled. Adopted resolutions shall be valid for a period not to exceed three (3) years after the date of presentation at the annual meeting. A copy of each resolution shall be retained for historical purposes.

¹³ New paragraph on discounted dues added in 2013.

Subsection 7. Policies and Procedures

These constitution and bylaws may be amended by designation of articles, sections and/or subsections as a policy or procedure to be published in a "Policies and Procedures Manual," maintained by the Board of Directors, endorsed by the Constitution, Bylaws and Resolutions Committee and made electronically accessible to all members, provided that changes in such policies and procedures shall be published both as they occur and in a manner that provides for member review of all such changes prior to the annual conference.

Bylaws Section II. Election of Officers

Subsection 1. Candidates

Members who desire to be candidates and are qualified in accordance with Article III, Section 2 of the constitution, shall submit their name, membership number, office being sought, a profile of their qualifications, and their platform (not to exceed 300 words) to the Elections Committee, in writing by February 1 of the year they are seeking election. The Elections Committee shall certify the eligibility of candidates for the election.

Subsection 2. Publication of Candidate Information

The CEO/executive director shall see that the profile and platform of the candidates are provided in the official publication of the International Association of Fire Chiefs in a manner consistent with the policy that shall be established by the Board of Directors.

Subsection 3. Unanimous Ballots

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

Subsection 4. Balloting Process

For all offices for which there are two (2) or more candidates the Elections Committee shall conduct an election by mail or electronic ballot. The Elections Committee shall establish and approve safeguards required to maintain the integrity of the balloting process prior to initiation of any balloting. The headquarters office will prepare and send a mail or electronic ballot to all regular, departmental and life 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 annual conference and must be received by the subcommittee of the Elections Committee at least forty-five (45) days prior to the opening date of the conference. The subcommittee shall meet with the firm hired to tabulate the ballots. The subcommittee will provide the CEO/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 conference.

Subsection 5. 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 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 annual meeting for election of the single candidate by acclamation.¹⁴

¹⁴ New section 5 added 2012.

Subsection 6. Election

Prior to the business meeting of the annual conference, the full 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 annual conference. 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.

Subsection 7. 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 Elections Committee.

Subsection 8. Election Campaign Practices

Election campaigns are expected to be conducted on the highest level. Any questions concerning ethics of the campaign should be referred to the Elections Committee.

Bylaws Section III. Miscellaneous

Subsection 1. Installation of Officers

The installation of officers shall take place at the annual conference with appropriate ceremonies and officers shall swear to the following oath of office:

"I (name) hereby swear (affirm) that I will support the constitution and bylaws and at all times bear true allegiance to the goals and purposes of the International Association of Fire Chiefs, Inc. I further swear (affirm) to perform the duties and responsibilities of my office to the best of my ability (So help me God.)"

Subsection 2. Special Ballots

In the event of an urgent question arising which necessitates an expression of opinion by the members, and such question is not of sufficient importance to summon an emergency meeting of the Association, the president shall have the authority to instruct the CEO/executive director to have a mail or electronic ballot sent to each member entitled to vote, and to name a date upon which said ballot shall be returned to the CEO/executive director. Results shall be preserved until the adjournment of the annual conference in case a recount should be required.

Bylaws Section IV. Rules of Order

Subsection 1. Preservation of Order

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

Subsection 2. Members Speaking

Every member when speaking or offering a motion shall rise, state his or her name and place of residence, and respectfully address the presiding officer, and when finished speaking shall at once resume his or her seat.

Subsection 3. Presiding Officer Decides

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

Subsection 4. Point of Order

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

Subsection 5. Calling the Question

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 forward without debate and if supported by a majority vote of those voting, the motion shall be declared carried and no further debate or amendments shall be in order until the main question shall be decided.

Subsection 6. Motion to Adjourn

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

Subsection 7. Business Meeting

Presentation of all proposed amendments to the constitution, bylaws or rules of order for which notice has not been given prior to the opening of the conference shall be at the conference business meeting.¹⁵

Subsection 8. Question Without Provision

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall provide guidance for the Association in all cases to which they are applicable and in which they are not inconsistent with this constitution and bylaws and any special rules of order the Association may adopt.

Subsection 9. Memorial Services

An appropriate memorial service in honor of the deceased members shall be held at each annual conference.

Subsection 10. Order of Business

The order of business at the annual conference shall be:

- A. Opening ceremonies
- B. Opening business session
 1. Report of Association officers.
 2. Report by president or designee on the disposition of resolutions acted upon at the last annual conference.
- C. Report from permanent committees.
- D. Unfinished business.
- E. New business.
- F. Good and welfare of the Association.
- G. Report of attendance and place of next conference.
- H. Adjournment.

END

¹⁵ Removal of reference to more than one business meeting in 2012.

Approved by:



Lorrie Kalos
IAFC Constitution, Bylaws and Resolutions
Committee Chair

Date: **November 15, 2016**



Mark W. Light, CAE
IAFC CEO and Executive Director

Date: **November 15, 2016**