ARTICLES OF ASSOCIATION AND BYLAWS

of the

WASHINGTON FIRE COMMISSIONERS ASSOCIATION

Last Amended October 23, 2026, Annual Conference, Spokane, Washington

TABLE OF CONTENTS

ARTICLES OF ASSOCIATION

ARTICLE 1 - NAME 1

ARTICLE 2 - PURPOSE 1

ARTICLE 3 - MEMBERSHIP 1

ARTICLE 4 - MANAGEMENT 1

ARTICLE 5 - DISSOLUTION 1

ARTICLE 6 - AMENDMENT OF ARTICLES OF ASSOCIATION 1

BYLAWS

ARTICLE 1 - MEMBERSHIP 2

Section 1 - District/Regional Fire Authority Membership 2

Section 2 - Active Member 2

Section 3 - Honorary Life Member 2

Section 4 - Associate Member 2

Section 5 - Members' Address 2

ARTICLE 2 - VOTING RIGHTS 2

ARTICLE 3 - OFFICERS 2, 3

Section 1 - Duties of Officers 2

Section 2 - President 2, 3

Section 3 - Vice President 3

Section 4 - Secretary/Treasurer 3

Section 5 - Immediate Past President 3

Section 6 - Election and Term of Office 3

Section 7 - Vacancies 3

Section 8 - Qualification for Office 3

Section 9 - Term of Office 3

ARTICLE 4 - BOARD OF DIRECTORS 3, 4, 5

Section 1 - General Powers 3

Section 2 - Number, Term and Qualifications 4

Section 3 - Regional Boundary Review 4

Section 4 - Regular Meetings 4

Section 5 - Special Meetings 4

Section 6 - Notice 4

Section 7 - Quorum 4

Section 8 - Manner of Acting 4

Section 9 - Vacancies 4

Section 10 - Informal Action by Directors 4

Section 11 - Region Boundary Change–Special Election 4, 5

Section 12 - Designation of Alternates 5

Section 13 - Attendance 5

Section 14 - Excused Absence 5

ARTICLE 5 - ASSOCIATION MEETINGS 5, 6

Section 1 - Annual Meeting 5

Section 2 - Special Meetings 5

Section 3 - Location of Meeting 5

Section 4 - Notice of Meeting 5

Section 5 - Quorum 5

Section 6 - Manner of Acting 5

Section 7 - Order of Business 5, 6

ARTICLE 6 - ELECTION OF OFFICERS AND DIRECTORS 6, 7

Section 1 - Time and Place 6

Section 2 - Election Schedule 6

Section 3 - Nomination Procedure 6

Section 4 - Election Procedure 6

Section 5 - Election Committee 7

ARTICLE 7 - EXECUTIVE COMMITTEE 7

Section 1 - Committee Membership 7

Section 2 - Powers 7

Section 3 - Meetings 7

Section 4 - Quorum 7

ARTICLE 8 - BUDGET COMMITTEE 7

Section 1 - Committee Membership 7

Section 2 - Powers 7

Section 3 - Meetings 7

Section 4 - Quorum 7

ARTICLE 9 - NOMINATING COMMITTEE 7, 8

Section 1 - Committee Membership 7, 8

Section 2 - Term 8
Section 3 - Quorum 8
Section 4 - Method of Acting 8
Section 5 - Committee Report 8

ARTICLE 10 - BYLAWS & RESOLUTIONS COMMITTEE 8
Section 1 - Committee Membership 8
Section 2 - Powers 8
Section 3 - Meetings 8
Section 4 - Quorum 8

ARTICLE 11 - MISCELLANEOUS COMMITTEES ... 8, 9
Section 1 - Committee Membership 8
Section 2 - Term of Office 8
Section 3 - Chairperson 9
Section 4 - Vacancies 9
Section 5 - Meetings 9
Section 6 - Quorum 9
Section 7 - Rules 9

ARTICLE 12 - CONTRACTS, CHECKS, DEPOSITS & FUNDS 9
Section 1 - Contracts 9
Section 2 - Checks, Drafts 9
Section 3 - Deposits 9
Section 4 - Gifts 9

ARTICLE 13 - BOOKS AND RECORDS 9

ARTICLE 14 - FISCAL YEAR 9

ARTICLE 15 - MEMBERSHIP FEE 9, 10
Section 1 - Annual Membership Fee 9
Section 2 - Payment Membership Fee 10

ARTICLE 16 - AMENDMENT OF ARTICLES OF ASSOCIATION AND BYLAWS 10
Section 1 - Amendment 10
Section 2 - Procedures 10

ARTICLE 17 - RULES OF ORDER 10

ARTICLE 18 - OFFICIAL PUBLICATION 10

ARTICLE 19 - EXECUTIVE DIRECTOR (PROFESSIONAL STAFF) 10
Section 1 - Executive Director 10
Section 2 - Duties 10

ARTICLE 20 - GENERAL PROVISIONS 10, 11
Section 1 - Budget 10
Section 2 - Reserve Fund 11
Section 3 - Annual Financial Review 11
Section 4 - Representation of the Association in Accord with Board of Directors' Policy ... 11
Section 5 - Policies 11

REGIONAL MAP 11

ARTICLES OF ASSOCIATION
OF
WASHINGTON FIRE COMMISSIONERS ASSOCIATION

ARTICLE 1 – NAME

The name of the association shall be WASHINGTON FIRE COMMISSIONERS ASSOCIATION.

ARTICLE 2 – PURPOSE

The object of the association is to develop an association of commissioners and elected officials of fire protection districts and regional fire authorities for the improvement of fire prevention, fire suppression and emergency medical services, dedicated to life safety as authorized in RCW 52.12.031.

ARTICLE 3 - MEMBERSHIP

The conditions and qualifications for membership in the association, and the rights and privileges of the classes of membership shall be prescribed by the bylaws of the association.

ARTICLE 4 - MANAGEMENT

4.1 The management of the association shall be vested in a board of directors. The number of directors, qualifications, term of office, manner of election, time and place of meetings and powers and duties shall be prescribed by the bylaws of the association.

4.2 No part of the earnings of the association shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE 2 of these articles of association.

ARTICLE 5 - DISSOLUTION

In the event of the dissolution of the association, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the association, dispose of all of the assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations organized and operated exclusively for municipal, charitable, and educational purposes.

ARTICLE 6 - AMENDMENT OF ARTICLES OF ASSOCIATION

The articles of association may be amended by the active members at the association annual meeting in the manner provided in the bylaws.

BYLAWS

WASHINGTON FIRE COMMISSIONERS ASSOCIATION

ARTICLE 1 - MEMBERSHIP

Section 1 – District and Regional Fire Authority Membership. All fire protection districts and regional fire authorities of the state of Washington organized and existing pursuant to Title 52 RCW shall be eligible for membership in the association. Annual district and regional fire authority membership shall be granted to any such fire protection district and regional fire authority on receipt of payment by the association of the annual membership fee as may be established from time to time by the association.

Section 2 - Active Member. An active member of the association is an individual who holds elected office of a member fire protection district or regional fire authority that has paid its annual district or regional fire authority membership fee to the association.

Section 3 - Honorary Life Member. An honorary life member is an individual who has served as an active member of the association for a period of not less than ten (10) years. An individual may hold the dual position of active member and honorary life member. An Executive Director who has served the Association for at least ten (10) years shall be eligible for Honorary Life Membership upon approval of the Board of Directors.

Section 4 - Associate Member. An associate member is an individual, company, municipal fire department or public authority that has been granted associate membership status by the board of directors of the association for a period of one year for services rendered to the association or for such other reasons and on such conditions as may be established by the board. All associate members' status terminates at the end of each association year unless reinstated by action of the board of directors. Associate member annual fees shall be determined by the board of directors and shall be designated as private account funds with the exception of municipal fire departments and public authorities.

Section 5 - Members' Address. All communications required to be sent to members by the articles of association or bylaws shall be sent by mail or electronic mail to the address of the member on file with the association office at the time of the mailing.

ARTICLE 2 - VOTING RIGHTS

Each active member in attendance at the annual meeting shall be entitled to one vote in person and one vote for each proxy (if any) carried by the member, on each matter submitted to the vote of the members. No other class of members shall have voting rights. Each active member unable to attend a membership meeting may authorize such member's vote to be cast by proxy. The proxy vote may be cast by the active member, secretary, fire chief or attorney of a member district or regional fire authority if authorized in writing by the governing board of the proxy voter's member district or regional fire authority. Proxy authorizations must be submitted to the association seven (7) days prior to the membership meeting at which such proxy vote may be cast. No individual may serve as proxy for more than two active members.

ARTICLE 3 - OFFICERS

Section 1 - Duties of Officers. The officers of the association shall consist of a president, vice president, secretary/treasurer and immediate past president who shall represent all regions of the state.

Section 2 - President. The president shall be the presiding officer of the association and shall in general supervise the business affairs of the association. The president shall preside at all meetings of the members and of the board of directors. The president may sign, with any other proper officer of the association authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution of such instruments shall be expressly delegated by the board of directors

or by these bylaws or by statute to some other officer or agent of the association. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 3 - Vice President. In the absence of the president, or in the event of the inability or refusal of the president to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all of the restrictions placed by these bylaws on the president. The vice president shall perform such other duties as may from time to time be assigned to that position by the president or by the board of directors. The vice president shall serve as chairperson of the executive committee.

Section 4 - Secretary/Treasurer. The secretary/treasurer shall have general charge of the minutes of the meeting of the members, the board of directors, and the executive committee. The secretary/treasurer after each meeting, will promptly mail or electronically mail one copy of the minutes to each officer, committee chairperson, each board member and county association president. The secretary/treasurer shall perform all duties as from time to time may be assigned by the president, the executive committee, or the board of directors, and as may be assigned by these bylaws. The secretary/treasurer shall be responsible for all funds and securities of the association. The secretary/treasurer shall supervise the receipt of money due and payable to the association received from any source. All such funds shall be deposited in the name of the association in such banks, trust companies or other depositories that shall be selected in accordance with the directions of the board of directors. The secretary/treasurer shall perform all the duties incident to the office of secretary/treasurer and such other duties as may from time to time be assigned to the position by the president or by the board of directors.

Section 5 - Immediate Past President. The immediate past president shall remain a member and serve concurrently with the term of the sitting president.

Section 6 - Election and Term of Office. The officers of the association shall be elected annually by the members of the association at the regular annual meeting of the association membership. In the event the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The term of office of the officers shall begin January 1 of the following year. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified and shall have been installed.

Section 7 - Vacancies. A vacancy in the office of the president shall be filled by the vice president for the unexpired portion of the term of office. A vacancy in the office of the vice president or secretary/treasurer shall be filled within 60 days of the vacancy and after calling for resumes from those eligible for and interested in the position, according to Article 4, Section 9, of these bylaws. A vacancy in the position of immediate past president shall remain vacant until the current president has fulfilled his or her term of office.

Section 8 - Qualification for Office. To be eligible to be nominated for the position of president, vice president or secretary/treasurer, the individual must be an active member and have been an active member of the association for a period of not less than two (2) years during the previous five (5) years. To be eligible to serve as immediate past president, the individual must be an active member of the association.

Section 9 - Term of Office. No individual shall hold any office of president, vice president or secretary/treasurer for more than two consecutive terms. A term of office shall include any portion of the regularly scheduled term but shall not include periods of time served as a result of appointment. The immediate past president shall serve for one year following his or her term as president.

ARTICLE 4 - BOARD OF DIRECTORS

Section 1 - General Powers. The affairs of the association shall be supervised by a board of directors. The board of directors shall consist of the president, vice president, secretary/treasurer and each regional director.

Section 2 - Number, Term and Qualifications. Except as provided in Section 11 of this article, each regional director shall hold office for a term of two years or until such regional director's successor shall have been elected, qualified and installed. The term of office for a regional director shall begin January 1 of the following year. To be eligible for election

or appointment to the office of regional director of the association, the individual must be an active member from a member district or regional fire authority located within the region represented by the vacant regional director's position and must have been an active member of the association for a period of not less than two (2) years during the previous five (5) years. The term of regional directors representing odd numbered regions shall begin in even numbered years. The term of regional directors representing even numbered regions shall begin in odd numbered years. No person may be elected or appointed to more than one position on the board at the same time.

Section 3 - Regional Boundary Review. The state shall be divided into nine (9) regions in accordance with the map that is attached to and a part of these bylaws. The regional boundaries shall be subject to review and modifications to insure equal representation of the member districts and regional fire authorities on the board of directors. The subject of regional boundary adjustment shall be an agenda item at the annual meeting of the active members of the association in each calendar year ending in a zero (0) or a five (5).

Section 4 - Regular Meetings. The regular annual meeting of the board of directors shall be held in January of each year. The board of directors shall provide for the time and place for holding of the annual meeting and additional regular meetings of the board without further notice.

Section 5 - Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any three directors. The president or directors authorized to call special meetings of the board may fix any place as a place for holding any special meeting of the board called by them.

Section 6 - Notice. Notice of any special meeting of the board of directors shall be given 24 hours prior to the date scheduled by written notice delivered personally or sent by mail or electronic mail to each director at such director's address as shown on the records of the association. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is unlawfully called or convened. The 24-hour advance notice provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage. In such event reasonable efforts shall be used to notify each director with as much advance notice as possible.

Section 7 - Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the directors is present at any meeting, the majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8 - Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 9 - Vacancies. Any vacancy occurring in the board of directors, other than president, shall be filled within 60 days. The selection shall be by either an affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors, or at a meeting of the association per Article 5. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 10 - Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the directors.

Section 11 - Region Boundary Change - Special Election. In the event that a change in the boundaries of any region, as provided in Section 3 of this article, results in the creation of a region with no director representation or the creation of a region with more than one director representative, the following shall occur:

11.1 If the term of the regional director regularly expires in the year of the region boundary change, the regular election of a director shall be held.

11.2 If the term of the regional director does not regularly expire in the year of the region boundary change, the term shall nevertheless expire on the effective date of the boundary change and a special election shall be held at

the annual meeting of the members to elect a director representing the region for a one year term or until the next regularly scheduled election for the region's director position.

Section 12 - Designation of Alternates. Each region shall have the power to elect an alternate to serve the same term as their regional director at their association meeting. In the absence of a director at a meeting of the board, his or her alternate may attend such meeting and exercise at such meeting all of the rights, powers and privileges of the absent director. Written notice of the designation of an alternate shall be filed in the office of this association prior to any meeting of the board of directors that an alternate will attend.

Section 13 - Attendance. The office of any director who shall be absent from or not represented at two consecutive meetings of the board of directors, and who does not apply for and receive an excused absence as provided by the bylaws, shall be deemed to have resigned and the office vacated.

Section 14 - Excused Absence. Upon written application to the executive committee by a director or alternate director within thirty (30) days after a meeting of the board of directors from which he/she was absent the executive committee may excuse such absence on a showing of unavoidable cause therefore.

ARTICLE 5 - ASSOCIATION MEETINGS

Section 1 - Annual Meeting. The annual meeting of the members of the association shall be held in October of each year at a place and time established by the board of directors, for the purpose of electing officers and directors and for the transaction of such other business as may come before the association. In the event the election of directors and officers shall not be held on the day designated for the annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient. In the event of the inability of the membership to physically meet, the business meeting and election of officers and directors may be conducted by remote electronic media as directed by the WFCA President and Board of Directors.

Section 2 - Special Meetings. Special meetings of the members may be called by the president, board of directors, or not less than five (5) percent of the active members of the association.

Section 3 - Location of Meeting. The board of directors may designate any place as the place of meeting for any annual meeting or special meeting of the membership.

Section 4 - Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of the membership shall be delivered, either personally or by mail or electronic mail, to each active member not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the president or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when the notice is deposited in the United States Mail addressed to the member at such member's address as it appears on the records of the association, with postage prepaid.

Section 5 - Quorum. A quorum shall be reached by the registration of at least 20% of the active members or by their proxies. If a quorum is not present at any meeting of the membership, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6 - Manner of Acting. A majority of the votes cast on the matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption of such matter unless a greater proportion is required by law or by these bylaws.

Section 7 - Order of Business. The order of business at each meeting of the members shall be as follows:

1. Call to order.
2. Credentials and proxy report.
3. Proposed agenda presented. Additions or deletions to the agenda. Adoption of the agenda by the members.
4. Presentation and approval of previous minutes.

5. Management reports and discussion.
6. Committee reports and discussion.
7. Other business specified in the notice of the meeting.
8. Amendments to the articles of association and bylaws, if any.
9. Election of directors and officers.
10. Announcement of election results and destroying of ballots.
11. Announce the time and place for the next regular meeting.
12. Other business.
13. Adjournment.

Any item of business not included in the foregoing order of business may be taken up at such time during the meeting as may be determined by the officer presiding at the meeting.

ARTICLE 6 - ELECTION OF OFFICERS AND DIRECTORS

Section 1 - Time and Place. The election of the officers and directors of the association shall be held at the annual meeting of the membership of the association or at any continuation or postponement of the annual meeting.

Section 2 - Election Schedule. The election of officers and directors shall be held in the following order:

- Office of Director - The election of directors shall begin with the election of the director from the lowest numbered region and proceed to the highest numbered region of those regions for which a director is to be elected.
- Office of President.
- Office of Vice President.
- Office of Secretary/Treasurer.

Section 3 - Nomination Procedure. Nominations for each position to be elected shall take place at the scheduled opening session of the business meeting and at the session in which the elections are held. Nominations shall be made as follows:

3.1 The filing of the report of the nominating committee shall constitute the formal nomination of the active members named on such report.

3.2 During the open nomination periods, an active member may nominate any qualified active member for any office. Such nomination must be seconded by two other active members before the nominated member's name will be considered to have been placed in nomination.

Section 4 - Election Procedure.

4.1 After the nominations for all officers and directors have been closed, the active members shall vote by secret ballot for the positions, except when there is but one candidate for a position, a voice vote may be taken. To be elected a director, a nominee must receive a simple majority of the votes cast for the position by persons from his or her region. In the event more than two persons are nominated and a majority vote is not obtained for any candidate, then procedures outlined further in this section shall be used to determine the winner of the election for director. To be elected an officer, a nominee must receive a majority of the votes cast by active members for the position. In the event that more than two names have been placed in nomination for an office and no nominee receives a majority of the votes cast, the nominee who receives the lowest number of votes cast shall be stricken from the list of nominees and a second vote shall be taken. This procedure shall be repeated until a nominee receives a majority of the votes cast. In the event that there shall be a tie for the lowest number of votes cast, all nominees receiving the lowest number of votes cast shall be stricken; provided however, that at least two nominees remain on the ballot. In the event that an election shall result in a tie vote for the position, the vote shall be retaken. In the event a tie shall remain after three ballots the election shall be decided by a drawing of straws among those tied for the highest number of votes for the position.

4.2 In the event election to an officer position creates a vacancy in a director's position, the affected region shall conduct a special election immediately following the announcement of the election results to elect a director for the remainder of the term.

4.3 In the event of the membership being unable to meet physically, election procedures will be adopted by the WFCA Board of Directors to address the use of remote electronic media.

Section 5 - Election Committee. Prior to the conduct of the election, the president shall appoint an election committee of three active members who are not nominees for any office to be voted upon. The election committee shall, under the direction of the president, be responsible for the distribution of ballots prior to a vote, the collection of the ballots after the vote and the counting of the ballots. On completion of the vote count for any office, the committee chair, appointed by the president, shall deliver the election results in writing together with the ballots counted to the chair who shall announce the election results. The president, after the completion of the election and after the resolution of any election challenges, shall cause the ballots to be destroyed.

ARTICLE 7 - EXECUTIVE COMMITTEE

Section 1 - Committee Membership. The executive committee shall consist of the association president, vice president and secretary/treasurer. The vice president shall serve as chair of the committee.

Section 2 - Powers. The executive committee shall perform such functions and hold such authority in the management of the affairs of the association as may be conferred on the committee from time to time by resolution of the board of directors. The executive committee however shall not have the authority to appoint or remove any officer or member of the board of directors, to authorize the sale, lease, exchange or mortgage of the assets of the association, or to amend, alter or repeal any resolution or other action of the board of directors unless specifically authorized by the board. The delegation of authority to the executive committee shall not operate to relieve the board of directors of any responsibility imposed on it by the articles or bylaws of the association.

Section 3 - Meetings. The meetings of the executive committee may be called by or at the request of the chair or any two members. The person or persons authorized to call a meeting of the committee may fix the time and place of the meeting and shall notify the remaining members of the committee by phone, mail or electronic mail at least 24 hours in advance of the meeting.

Section 4 - Quorum. A majority of the committee shall constitute a quorum for the transaction of business.

ARTICLE 8 - BUDGET COMMITTEE

Section 1 - Committee Membership. The budget committee shall consist of the secretary/treasurer of the association as chair and four active members of the association. The active members shall be appointed by the secretary/treasurer subject to approval by the board of directors.

Section 2 - Powers. The budget committee shall perform such functions and hold such authority in the management of the affairs of the association as may be conferred on the committee from time to time by the board of directors.

Section 3 - Meetings. The meetings of the budget committee may be called by or at the request of the president, chair or any two members. The person or persons authorized to call a meeting of the committee may fix the time and place of the meeting and shall notify the remaining members of the committee by phone, mail or electronic mail at least 24 hours in advance of the meeting.

Section 4 - Quorum. A majority of the committee shall constitute a quorum for the transaction of business.

ARTICLE 9 - NOMINATING COMMITTEE

Section 1 - Committee Membership. The nominating committee shall consist of the immediate past president, provided that such individual is an active member and is not serving a second term as president, who shall act as chair of the committee. In the event no one qualifies in such capacity, the board shall appoint a past president of the association who is an active member to serve as chair of the committee. The members of the committee shall consist of at least five (5)

active members of the association representing a majority of regions. The members shall be appointed by the president and shall not currently be serving as members of the board of directors.

Section 2 - Term. The term of the members of the nominating committee shall expire annually on the date of the annual meeting of the association.

Section 3 - Quorum. A quorum of the committee shall consist of three (3) members of the committee. The chair shall not be considered as a member for the purpose of determining if a quorum exists. The chair shall only be entitled to vote in the event of a tie vote of the members.

Section 4 - Method of Acting. The nominating committee shall hold a meeting no later than sixty (60) days prior to the annual meeting of the association for the purpose of nominating active members of the association to be candidates for the positions of president, vice president and secretary/treasurer. The committee may hold such other meetings as may be called by the chair or by a majority of the appointed members. In the event of the inability of the committee to physically meet together, a meeting may be conducted by the chair by telephone. In the event of a telephone meeting, the chair shall record the vote of each member and mail a copy of the voting record to each committee member.

Section 5 - Committee Report. The annual report of the nominating committee shall be submitted to the membership of the association at least 10 days prior to the date of the annual meeting.

ARTICLE 10 - BYLAWS & RESOLUTIONS COMMITTEE

Section 1 - Committee Membership. The bylaws and resolutions committee shall consist of at least five active members representing a majority of regions of the association appointed by the president. The president shall designate an appointee to serve as chair of the committee.

Section 2 - Powers. The bylaws and resolutions committee shall review proposed amendments to the articles of association and bylaws and advise the board of directors of its recommendations. The bylaws and resolutions committee shall also review proposed resolutions submitted on or before May 15 and advise the board of directors of its recommendations. Submission of resolutions and mailing or electronically mailing to the membership shall be conducted pursuant to Article 16.

Section 3 - Meetings. The meetings of the bylaws and resolutions committee may be called by or at the request of the president or the chair. The person or persons authorized to call a meeting of the committee may fix the time and place of the meeting and shall notify the remaining members of the committee by phone, mail or electronic mail at least 24 hours in advance of the meeting.

Section 4 - Quorum. A majority of the committee shall constitute a quorum for the transaction of business.

ARTICLE 11 - MISCELLANEOUS COMMITTEES

Section 1 - Committee Membership. Committees not having and exercising the authority of the board of directors and the management of the association may be appointed in such a manner as may be designated by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided, members of each such committee shall be appointed by the president of the association. Any committee member may be removed by the president whenever in the judgment of the appointing authority the best interest of the association shall be served by such removal.

Section 2 - Term of Office. Each member of a committee shall continue as such until the date of the next annual membership meeting of the association unless the committee shall be sooner terminated or unless such member be removed from such committee or unless such member shall cease to qualify as a member.

Section 3 - Chairperson. One member of each committee shall be appointed chairperson by the president.

Section 4 - Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 5 - Meetings. The meetings of all committees shall be called by or at the request of the president who shall establish the time and place of the meeting and shall provide notice to the committee members.

Section 6 - Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7 - Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with the rules adopted by the board of directors.

ARTICLE 12 - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 - Contracts. The board of directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

Section 2 - Checks, Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or agent of the association and in such manner as shall from time to time be determined by the resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the secretary/treasurer and countersigned by the president or vice president of the association.

Section 3 - Deposits. All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the board of directors may approve.

Section 4 - Gifts. The board of directors may accept on behalf of the association any contribution, gift, bequest or device for the general purposes or for any special purposes of the association.

ARTICLE 13 - BOOKS AND RECORDS

The association shall keep books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the association may be inspected by any member, or member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 14 - FISCAL YEAR

The fiscal year of the association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 15 - MEMBERSHIP FEE

Section 1 - Annual Membership Fee. The board of directors may determine from time to time the amount of the annual membership fee payable to the association by the district or regional fire authority members.

Section 2 - Payment Membership Fee. The membership fee shall be payable in advance on the first day of January in each fiscal year.

ARTICLE 16 - AMENDMENT OF ARTICLES OF ASSOCIATION AND BYLAWS

Section 1 - Amendment. The articles of association and bylaws may be amended by the active members at the association annual meeting.

Section 2 - Procedures. In order for a proposed amendment to be eligible to be submitted to the membership at the annual meeting the following procedure must be followed:

2.1 The proposed amendment must be submitted to the bylaws and resolutions committee on or before May 15.

2.2 The bylaws and resolutions committee shall review all proposed amendments submitted to it and shall submit such amendments, together with its recommendations of action to the board of directors by July 1.

2.3 The board of directors shall cause the proposed amendment to be mailed or electronically mailed to the active members of the association not later than forty-five (45) days prior to the annual meeting.

2.4 The proposed amendment shall be submitted to a vote of the active members at the annual meeting.

2.5 In order to obtain approval the amendment must receive the approval of two-thirds of the ballots cast on the ballot proposal at the annual meeting.

2.6 In the event a proposed amendment shall be submitted in the form of a referendum signed by not less than five (5) percent of the active members of the association, the proposed amendment shall be submitted directly to the active members of the association by the board of directors.

ARTICLE 17 - RULES OF ORDER

The rules of order shall be *Robert's Rules of Order,* the latest revised edition.

ARTICLE 18 - OFFICIAL PUBLICATION

The state association shall publish an official publication, *Fireline*, subscription of which shall be included in the membership dues.

ARTICLE 19 - EXECUTIVE DIRECTOR (PROFESSIONAL STAFF)

Section 1 - Executive Director. The executive director shall be the principal staff operating officer of the association, its subdivisions and subsidiaries. He/She shall be employed or discharged by the board of directors.

Section 2 - Duties. The executive director shall devote his/her full time and attention to the faithful performance of his/her duties to the best of his/her ability and in the interest of the association. He/She shall conduct the office in accordance with the law, the articles of association, the bylaws and policies of this association.

ARTICLE 20 - GENERAL PROVISIONS

Section 1 - Budget. The board of directors, prior to the beginning of a fiscal year, shall adopt an annual budget for the fiscal year. The association shall function within the totals of such budget. Any motion requiring the expenditure of funds in excess of the approved budget shall be referred to the executive committee for recommendation prior to submission to the board of directors. Upon recommendation, the executive committee may add to the unallocated portion of the budget any additional amount of income anticipated over budget income for the fiscal year.

Section 2 - Reserve Fund. In preparing the budget, the executive director and executive committee may recommend to the board of directors, as part of the budget, such reserve funds for the future operation of the association as they shall deem necessary and desirable in the prudent administration of the association's financial affairs. No expenditures may be made from such reserve funds except upon recommendations of the executive committee and upon approval of the board of directors. In the absence of a favorable recommendation from the executive director and executive committee for such

expenditures, such fund or funds may be used for such purposes as may be approved by a two-thirds vote of the board of directors.

Section 3 - Annual Financial Review. The board of directors through its executive director, staff, and any third-party entities, shall conduct an annual financial review of the finances of the association and its subdivisions. The results of the review shall be made available to interested parties.

Section 4 - Representation of the Association in Accord with Board of Directors' Policy.

4.1 No committee, employee or member shall assume to represent the association or any committee thereof, before any legislative body, in any court or before any other tribunal, unless authorized to do so by the board of directors or by the executive committee. The filing of any brief shall, before it is filed, be submitted to and approved by the executive committee or such of its members as the committee may designate to act for it.

4.2 No report, recommendation or other action of any committee shall be considered as the action of the association unless and until it shall have been approved or authorized by the board of directors or by the executive committee. No such report shall be released to the public before the same is distributed and approved by the board of directors or the executive committee as required by the bylaws. This is not to be construed as limiting the customary news distributions by the association professional staff.

Section 5 - Policies. To supplement the articles and bylaws, the board of directors may adopt policies from time to time to aid in the effective and efficient management of the affairs of this association. Upon recommendation of the bylaws committee each policy shall be reviewed annually by the board of directors or executive committee, and re-adopted, revised or deleted. Said policies shall be in written form and shall bear the dates of adoption together with the dates upon which each was re-adopted and/or amended. No such policy may be adopted which shall conflict with any provisions of the articles or bylaws of the association.

