

**ALASKA FIRE CHIEFS
ASSOCIATION**

**CONSTITUTION
AND
BYLAWS**

Effective September 2009

ALASKA FIRE CHIEF'S ASSOCIATION, INCORPORATED

CONSTITUTION

ARTICLE I NAME

The name of this organization shall be the Alaska Fire Chiefs Association, Incorporated.

ARTICLE II MISSION

The Alaska Fire Chiefs Association's mission is to serve the people of the State of Alaska by influencing fire and emergency service programs and legislation; advancement of fire and emergency services professionals; and providing for the safety and well-being of firefighters and their communities.

ARTICLE III FISCAL YEAR

SECTION 1. BUSINESS AND FISCAL YEAR:

The Corporation's business and fiscal year will be considered from October 1 to September 30 of the following year.

ARTICLE IV MEMBERSHIP

SECTION 1. MEMBERS:

Membership in this Corporation shall consist of:

A. ACTIVE:

Active members shall include current or retired CHIEF OFFICERS or EXECUTIVE OFFICERS of regularly organized public, governmental, industrial, or private fire departments, fire brigades, or emergency response or planning agencies; FIRE MARSHALS, TRAINING OFFICERS and FIRE INSPECTORS employed by federal, state, municipal, industrial, or corporation.

B. LIFETIME:

Members who pay one-time membership dues will retain membership for life.

C. ACTIVE-LIFETIME:

To maintain ACTIVE status, life members will pay an annual maintenance fee equivalent to annual

dues.

D. ACTIVE-RETIRED:

Active-Retired members shall include Active members of this Corporation who have retired from active duty and are not eligible for life membership.

E. ASSOCIATE:

Associate members shall include fire service personnel who are of insufficient rank or position to qualify as an active member of the Corporation Fire Commission~ and City Officials.

F. LIFE:

Any active member who has been a member of the Corporation for ten years or more may be conferred life membership at the discretion of the Board of Directors for outstanding contributions to the Corporation. An active member must nominate a ten-year member for life membership. The nomination must be made in writing to the Board of Directors. Life Members shall have all of the privileges of active members. Life Members shall not pay annual dues or conference registration dues.

G. HONORARY:

Honorary members shall include any person who has made an outstanding contribution to the emergency services or to the Corporation. Honorary members shall not pay annual dues.

H. SUSTAINING:

Sustaining members shall include individuals, corporations groups, and/or associations interested in the field of fire protection

SECTION 2. ELIGIBILITY TO VOTE AND HOLD OFFICE:

Only ACTIVE, ACTIVE-RETIRED, and ACTIVE-LIFETIME members of this Corporation, in good standing, shall have the right to vote on Corporation business. Only ACTIVE members shall be eligible to hold office.

**ARTICLE V
OFFICERS**

SECTION 1. OFFICERS:

The officers of this Corporation shall include PRESIDENT, FIRST VICE-PRESIDENT, SECOND VICE-PRESIDENT, and SECRETARY/TREASURER.

SECTION 2. ELECTED OFFICERS:

The President, First Vice-President and Second Vice-President shall be elected at the regular meeting by a majority vote of all members present and eligible to vote.

SECTION 3. APPOINTED OFFICERS:

The Secretary/Treasurer shall be appointed by the President and shall serve at the pleasure of the Board of Directors.

**ARTICLE VI
BOARD OF DIRECTORS**

SECTION 1. BOARD OF DIRECTORS:

The Board of Directors shall consist of the President, the First Vice-President, the Second Vice-President, the Immediate Past President, and Five (5) Directors at Large.

**ARTICLE VII
MEETINGS**

SECTION 1. MEETINGS:

The Corporation may have a business meeting/teleconference every month; a conference twice in the Corporation's fiscal year, one in the spring and one in the fall of the Board, as often as needed. The Board of Directors shall choose the location of each meeting of the Board and/or its members. The President shall then designate the time and specific meeting place of the meeting.

The President shall conduct the meetings and may invite other such members of the Corporation as she/he may see fit for the proper transaction of business.

SECTION 2. FALL/ANNUAL CONFERENCE:

The Fall Conference will be designated as the Annual Conference. The Fall Conference shall be held on the major road system of the State on three (3) out of every four (4) years. The Fall Conference location should ensure that members of the Corporation could attend at the most reasonable costs.

The Annual Conference will consist of General Membership meeting to include: conducting of general membership business, voting of Constitution and Bylaws changes, Election of Officers, and any other business as the President deems appropriate. The Annual Conference also may include training applicable to its attendees.

SECTION 3. SPRING CONFERENCE:

The Spring Conference, in most cases, will be considered the Legislative Conference and be held in Juneau. The Spring Conference will consist of a General Membership meeting to include: conducting of general membership business; the discussion of legislative issues; the discussion of any proposed Constitution and Bylaws changes; the visitation to members of the legislature; and any other business as the President deems appropriate. If there are no legislative issues pertinent, the Spring Conference shall be held wherever the Board of Directors decides and in addition to General Membership business will include training applicable to its attendees.

**ARTICLE VIII
AMENDMENTS**

SECTION 1. PROVISIONS TO AMEND:

Any amendments to this Constitution must be distributed to eligible voting members of the Corporation at least 30 days prior to the Spring Conference where they will be discussed. Amendments shall again be presented in writing at the Fall/Annual meeting for a vote. Passage of amendments requires a two-thirds affirmative vote of the members present and eligible to vote.

Amendments also may be voted on by mail ballot as long as the membership has a minimum of forty-five (45) days notice of any proposed amendments. Passage of amendments through mail ballot requires a

two-thirds affirmative vote of the members eligible to vote.

**ARTICLE IX
PARLIAMENTARY AUTHORITY**

SECTION 1. PARLIAMENTARY AUTHORITY:

Prior to the beginning of any meeting, the President shall designate a parliamentarian for that meeting. When any question comes before the meeting not specifically provided for herein, the parliamentarian shall be governed in his decision by the rule laid down in Roberts Rules of Order, as revised.

**ARTICLE X
DISSOLUTION**

SECTION 1. DISSOLUTION

In the event of Dissolution of the Corporation, the Board of Directors shall cause all assets of the Corporation to be converted to cash and donated to a charitable organization with a similar mission and ideals as the Corporation selected by the Board of Directors.

BYLAWS

ARTICLE I ARTICLES OF INCORPORATION

SECTION 1. FILING OF ARTICLES OF INCORPORATION:

Articles of Incorporation will be filed on a bi-yearly basis or as required by the State of Alaska. A fee will be paid to the State of Alaska in order to keep the Corporation in good standing. Anytime the Constitution and Bylaws are amended, a new approved copy will be submitted to the State of Alaska, Corporation Division.

ARTICLE II CORPORATION FUNDS

SECTION 1. CORPORATION FUNDS:

The Corporation's funds will be held in a checking account, savings account or certificates approved by the Board of Directors. A new signature card for any checking account will be signed at the beginning of each year, in which, a new President; 1st Vice-President and 2nd Vice-president are elected. The signature card will be signed by, at least, the new President; the Secretary/Treasurer and one other officer of the Corporation, All Corporation accounts will include the signature of at least two members of the Board of Directors.

ARTICLE III MEMBERSHIP

SECTION 1. ADMISSION TO MEMBERSHIP:

Application for membership or for change in class of membership shall be made in writing on the official membership application. The Secretary/Treasurer shall keep all membership records.

SECTION 2. RESCISSION OF MEMBERSHIP:

The Board of Directors may, by a two-thirds affirmative vote, rescind any membership for any reason deemed by the Board not to be in the best interest of the Corporation.

SECTION 3. DUES:

The annual dues are due and payable on October 1st of each year for Active, Active-Lifetime, Active-Retired, Associate, and Sustaining members of the Corporation. Dues shall become delinquent on January 1st yearly. Membership is not transferable to other individuals in a department or organization and dues payments are not refundable.

SECTION 4. DUES SCHEDULE:

The following Dues Schedule shall be in effect until amended:

A.	ACTIVE	\$100.00
B.	LIFETIME	\$800.00
C.	ACTIVE-LIFETIME	\$100.00
D.	ACTIVE-RETIRED	\$100.00
E.	ASSOCIATE	\$100.00

F.	LIFE MEMBER	EXEMPT
G.	HONORARY	\$0.00
H.	SUSTAINING	\$100.00

Lifetime members may pay one time and retain membership for life. To maintain ACTIVE status, lifetime members will pay an annual maintenance fee equivalent to ACTIVE annual dues.

ARTICLE IV OFFICERS

SECTION 1. TERM OF OFFICERS:

Elected officers shall consist of the President the First Vice-President, the Second Vice-President, and the Immediate Past President and shall hold office for two years or until their successors have been elected and qualified.

Officers shall be sworn in during the Fall Conference. The terms of all officers shall officially start at the beginning of the Corporation's new business and fiscal year.

SECTION 2. DIRECTORS AT LARGE:

The number of Directors at Large shall be five (5). All newly elected Directors shall serve a three (3) year term. The first seats shall be designated "A" and "B" ending 2001; the second seats "C" and "D" ending 2002; and the last seat "E" ending 2003.

The terms of all Directors shall officially start on the Corporation's new business and fiscal year.

SECTION 3. ELIGIBILITY:

Any voting member in good standing is eligible for election nomination to the Board of Directors as an Officer or Director at Large. Officers and Directors at Large shall be elected by a vote of the members at the Fall/Annual meeting by secret ballot. The Secretary/Treasurer will dispose of all ballots at the end of the business day.

SECTION 4. REMOVAL OF OFFICERS:

Any Director or Officer of the Corporation shall be removed from office for the following reasons:

1. Conviction of a felony
2. Malfeasance in office

Provided, however, that such removal shall not be effective unless and until the evidence has been reviewed by and a determination made by the Board of Directors.

SECTION 5. FILLING VACANCIES:

A vacancy in the office of any of the officers or directors at large shall be filled by presidential appointment and ratified at the next meeting. Appointed officers to fill vacancies shall complete the term of the vacating officer.

ARTICLE V DUTIES OF OFFICERS

SECTION 1. PRESIDENT:

The President shall be the principal, executive officer of the corporation, and serve as Finance Committee Chair. It shall be the duty of The President to preside at all meetings of the Corporation and its Board of Directors, appoint all committees not otherwise provided for, execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors have authorized; and to perform such other duties as may be required of his office or the Board of Directors. The President may vote on business matters only in the case of a tie.

SECTION 2. FIRST VICE-PRESIDENT:

The Vice-President shall assist the President in the discharge of the President's duties, serve as Audit Committee Chair, and shall perform such other duties as may be assigned by the President or the Board of Directors. In the event of absence, inability or refusal of the President to act, the Vice-President shall perform the duties of the President with all the power of, and subject to all the restrictions upon, the President.

SECTION 3. SECOND VICE-PRESIDENT:

It shall be the duty of the Second Vice-President to assist the President and First Vice-President in conducting the business of the Corporation, and serve as Membership/Board Development Committee Chair. In the absence, inability or refusal of the First Vice-President, the Second Vice-President shall perform all of the duties assigned to that office. If a vacancy occurs in the office of the First Vice-President the Second Vice-President shall at once assume all of the duties and responsibilities of that office.

SECTION 4. SECRETARY/TREASURER:

It shall be the duty of the Secretary/Treasurer to keep a true, correct and complete record of the proceedings of the Corporation, its Board of Directors and its members and make it available upon request to any member in good standing. The Secretary/Treasurer shall collect all monies due the Corporation, make payments to any debts incurred by the Corporation, shall keep a true and accurate record of all monies received and disbursed and shall have custody of all of the funds of the Corporation. All monies belonging to the Corporation shall be deposited under the name of the corporation in a bank or banks approved by the Board of Directors. All payments of accounts shall be by Corporation check. No officer or member shall incur any expense in the name of the Corporation except the Secretary/Treasurer for the necessary expenses of the office.

The Secretary/Treasurer may be bonded as provided in the amount to be determined by the Board of Directors, the cost of said bond to be paid by the Corporation. The Secretary/Treasurer shall have the authority with the approval of the Board of Directors to engage assistance at any time that is deemed necessary for the proper discharge of the business of the Corporation.

The Secretary/Treasurer shall provide an annual financial report of all monies disbursed and received during the Corporation's business and fiscal year within three months after the end of the fiscal year. The Secretary/Treasurer shall then provide the annual financial report and any other documentation deemed necessary to the Chair of the Audit Committee for the purpose of auditing the books of the Corporation. Upon completion, the Secretary/Treasurer shall publish the annual financial report through any means available to reach the membership and provide for the filing of federal taxes within six months of the end of the Corporation's fiscal year.

At the expiration of the term of office, all monies, books, records, vouchers, and other property belonging to or held in trust for the Corporation shall be delivered to the next Secretary/Treasurer.

SECTION 5. DIRECTORS AT LARGE:

Individual Directors shall perform such additional duties as may be requested from time-to-time by the President.

**ARTICLE VI
DUTIES OF THE BOARD OF DIRECTORS**

SECTION 1. DUTIES:

The Board of Directors shall manage the affairs of the corporation The Board of Directors shall have the power to accomplish the objectives set forth in the Constitution and By-laws and to expend the funds of the Corporation. The Board of Directors shall see that the business of the Corporation is conducted in a manner consistent with the purposes stated in Articles of Incorporation, to enforce the Bylaws of the Corporation, to insure that the Corporation complies with all federal, state and local laws, to make policies for the guidance and management of the affairs of Corporation, to review and approve an annual budget and operating plan, to contract for service necessary for the operation of the Corporation, to delegate authority to officers, to create and appoint any committees it deems necessary, and to exercise a general supervision over the effects and finances of Corporation.

SECTION 2. MANNER OF ACTING:

The act of a majority of Directors present at a meeting or conference at which a quorum defined as five (5) members of the Board of Directors is present shall be deemed the act of the Board of Directors.

SECTION 3. CONFLICT OF INTEREST:

It shall be the duty of each Director to timely disclose any possible conflict of interest to the Board of Directors, and such Director shall not vote or use personal influence on the matter, and shall not be counted in the quorum when action is to be taken on the matter. The Director may, however, briefly state a position on the matter, and answer pertinent questions of the Board of Directors.

The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

**ARTICLE VII
CONDUCT OF BUSINESS**

SECTION 1. ORDER OF BUSINESS:

The order of business conducted at the Corporation's conferences shall include but not be limited to the following, if applicable:

- Opening Ceremonies
- Memorial Services (if applicable)
- Announcements of Committee Appointments
- Report of the President
- Report of the Secretary/Treasurer
- Reading of the Communications
- Reports of Committees
- Old Business
- New Business
- Election of Officers

Installation of New Officers
Final Adjournment

SECTION 2. COMMITTEES:

Any member appointed to a corporation committee shall be a member in good standing. Committee members shall be expected to attend all scheduled activities of that committee. The primary AFCA committee representative(s) ii unable to attend a committee meeting will arrange for a substitute to attend. The primary AFCA committee representative(s) shall document all activity of their committee and report pertinent facts to the membership at the next Corporation meeting. If Corporation funds are used to support any committee members' activity, the committee member will provide the Secretary/Treasurer with an accurate and complete accounting of all financial transactions related to such committee assignment, including all transportation, lodging, per diem and miscellaneous expenses.

Standing Committees are:

- a. Audit Committee – 1st Vice President Chair
- b. Membership/Board Development Committee – 2nd Vice President Chair
- c. Finance Committee - President Chair