

**IDAHO STATE FIRE COMMISSIONERS ASSOCIATION
BYLAWS**

As Amended on October 19, 2002

**ARTICLE I
NAME**

The name of this organization shall be the IDAHO STATE FIRE COMMISSIONERS' ASSOCIATION, hereinafter referred to as the Association.

**ARTICLE II
OBJECTIVES**

The Association's objectives shall be:

- To promote and foster improved fire protection services throughout the state by cooperative action among the districts.
- To encourage and support legislation that benefits the districts.
- To cooperate with appropriate agencies in the application of fire prevention and suppression activities of the districts.
- To work closely with the Idaho Fire Chiefs Association in order to support cooperative action among the fire districts within the state.

**ARTICLE III
MEMBERSHIP**

Section 1: Members

Fire protection Districts organized under the laws of the State of Idaho [and represented by its elected officials](#) are eligible for membership.

Section 2: Dues

Dues for membership in the Association shall be paid annually and shall be in the categories and amounts as the Board of Directors shall fix from time to time. Any member whose annual dues shall be more than three months in arrears shall cease to be a member of the Association.

Section 3: Meetings

- (a) The Association shall hold an annual meeting each year, within or without the State of Idaho, on a date and at a time and place to be set by the Board of Directors.
- (b) Other membership meetings, conferences, seminars or institutes may be held during the year as shall be decided from time to time by the Board of Directors or the President.
- (c) All actions taken at annual or other meetings shall be by a majority vote of those present and entitled to vote, [with each district having one vote](#).
- (d) Call to annual meeting shall be made by mailing of written notice to all Member Districts of the Association not less than thirty (30) days nor more than sixty (60) days prior to said meeting.
- (e) Members holding ten percent (10%) of the votes entitled to be cast and represented in person or by proxy shall constitute a quorum. The vote of the majority of the voters entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be the act of the members. Unless one-third (1/3) of the voting power is present, the only matters that may be voted upon at the annual meeting of members are those matters described in the meeting notice.

Section 4: Termination of Membership

Membership may be terminated in the following manner:

Resignation: A Member District may resign by submitting a written resignation to the President. Such resignation shall become effective on the date submitted, provided the member has satisfied all of said member's obligations to the Association.

Expulsion, Suspension or Censure: A member may be expelled, suspended, or censured for unethical conduct, for conduct which brings discredit to said member or the

Association, or for conduct which violates any rule, regulation, or resolution passed by the Board of Directors. This shall include, but is not limited to, a Code of Conduct passed by the Board of Directors. This power shall rest exclusively in the Board of Directors, which shall direct the President to appoint a tribunal of three Board Members to hear complaints or grievances against a member. A member shall receive notice in writing of any complaint made against said member. The notice shall specify the charges against the member and shall advise the member that the member may request a hearing before the tribunal at which the member may appear and present evidence in the member's behalf. If the member should request a hearing, the member shall subsequently receive thirty days notice of the time and place of the hearing. The tribunal shall report its finding to the Board of Directors, which shall then decide whether to expel, suspend or censure the member. Expulsion, suspension or censure of a member shall require a two-thirds vote of the Board of Directors present and voting.

ARTICLE IV **OFFICERS**

Section 1: Officers

The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and a Past President. The Secretary and Treasurer positions may be held by one individual. All officers shall serve [one year terms unless re-elected to the term of office, provided however, officers may be elected to serve additional terms.](#)

Section 2: Duties

The duties of the officers shall be as follows:

(a) President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee. The President shall direct the affairs of the Association with the advice and consent of the Board of Directors. Unless otherwise provided, the President shall appoint all standing committee chairpersons.

With the advice and consent of the Board of Directors, the President may hire or retain managers, secretaries, attorneys, accountants, and other paid employees to perform duties as required by the Association. Such persons may be hired or retained at the discretion of the President and the Board of Directors for salary or other compensation under terms determined by the Board of Directors.

The President shall have direct supervisory authority over all internal and external affairs of the Association. The President shall appoint no less than six regional directors of the Association. The President shall be empowered to appoint more than two directors per region as the needs of the Association so require because of population or geographic reasons. The President of the Association shall have the authority to fill all vacancies for any of the Officer and Director positions that may become vacant from time to time

(b) Vice President. The Vice President shall be a member of the Board of Directors and the Executive Committee. The Vice President shall perform such duties as are delegated by the President and shall succeed to the office of President in the event of death or resignation of the President. The Vice President shall be in effect President-elect and shall automatically succeed to the office of President at the end of the President's term.

(c) Treasurer. The Treasurer shall be a member of the Board of Directors and the Executive Committee. The Treasurer shall have the care and custody of, and be responsible for, all funds and investments of the Association, shall cause to be kept regular books of account, and shall cause to be deposited all funds and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of the Treasurer.

(d) Secretary. The Secretary shall be a member of the Board of Directors and the Executive Committee. The Secretary shall: Keep the minutes of the meetings of the Board and Members; see that all notices are given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; and in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board.

(e) Past President. The Past President is the immediate former president of the Association, who shall, at the end of his or her term as president, automatically become a non-voting *ex officio* member of the Board of Directors and the Executive Committee. The Past President shall be available to provide advice and guidance on issues which he or she has gained particularized knowledge on as a result of the prior years of service to the Association.

ARTICLE V **EXECUTIVE COMMITTEE**

Section 1: Membership

The Executive Committee of the Association shall be comprised of the President, the Vice President, the Treasurer, the Secretary, and the Past President. From time to time the membership of the Executive Committee may expand to include persons appointed by the President of the Association for the purpose of meeting special needs or requirements of the Association.

Section 2: Powers

Between meetings of the Board of Directors, the Executive Committee shall be empowered to do all acts and perform all functions which the Board of Directors may itself perform when such acts or functions are necessary for the operation and management of the Association.

Section 3: Limits

The Executive Committee shall not countermand actions taken by the Board of Directors, and will be bound by specific instructions given to it by the Board of Directors.

Section 4: Meetings

Three members of the Executive Committee shall constitute a quorum and action shall be decided by majority vote. The Executive Committee may meet by telephone conference and may hold a telephonic or mail vote, fax or mail vote.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1: Powers

The Board of Directors shall be the managing body of the Association and shall direct its affairs.

Section 2: Board Members

The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, the Chairpersons of the Committees on Governmental Relations, Seminar, Publications, Public Relations, and the Regional Directors. The Vice President, Secretary, Treasurer, shall be elected by the membership at the annual meeting. The Chairpersons and six – ten regional directors shall be appointed by the President. The term of a board member is one year.

Section 3: Meetings Meetings of the Board of Directors shall be held upon the order of the President or upon written request of any five members of the Board of Directors. The Board of Directors shall have no less than two meetings annually. A quorum shall be no less than one-third (1/3) of the total Board and action shall be decided by majority vote.

ARTICLE VII **COMMITTEES**

Section 1: Standing Committees

The Association may have standing committees, which may include any of the following:

a. Governmental Relations: Shall be responsible for formulating, implementing and supervising all actions of IAFD before the Idaho State Legislature.

b. Finance Committee: Shall be responsible for formulating, implementing and supervising the programs designed to fund the operation of the Association including advertising.

c. Membership Committee: Shall be responsible for formulating plans and implementing programs for membership services and membership drives.

d. Seminar Committee: Shall be responsible for sponsoring at least two seminars annually for members of the Association. One seminar will occur at the time of the annual Association meeting and the second seminar will occur in the fall of each year.

e. Publication Committee: Shall be responsible for producing a quarterly newsletter and shall be responsible for all manuals, pamphlets and other items to be published from time to time by the Association.

f. Public Relations: Shall be responsible for formulating, implementing, and supervising programs designed to communicate with the public at large on issues important to the Association and its membership.

Section 2: Other Committees

The President shall be authorized to appoint such other committees as may be necessary from time to time to accomplish the purposes and business of the Association.

ARTICLE VIII
EXECUTIVE DIRECTOR

Section 1: Appointment An Executive Director may be appointed by the Board of Directors. The Executive Director's tenure and compensation shall be fixed by the Executive Committee.

Section 2: Duties In addition to the duties stated elsewhere in these Bylaws, the Executive Director shall be responsible for the proper and efficient administration of the Association's office. The Executive Director shall:

- 1) Attend all meetings of the Association, the Board of Directors and the Executive Committee, and shall keep the minutes of those meetings;
- 2) Manage the business affairs of the Association under the direction and supervision of the Board of Directors;
- 3) Regularly confer with the President and with the Executive committee for direction in communication with the membership, other organizations and the public; and
- 4) Prepare monthly financial statements and year-end financial reports and submit the same to the Board of Directors for approval.

Section 3. Policy

The Executive Director shall not purport to state the policy of the Association unless such policy shall be stated in writing and approved by the Board of Directors or the Executive Committee as may be appropriate.

ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents, in the Association in addition to the officers so authorized by these Bylaws, to enter into any contract, to 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 instance.

Section 2: Checks, Drafts, Orders

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 the Treasurer or Executive Director unless otherwise as determined by resolution of the Board of Directors.

Section 3: Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association to such banks, trust companies, or other depositories that the Board of Directors may select.

Section 4: Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association.

ARTICLE X
CERTIFICATE OF MEMBERSHIP

Section 1: Issuance of Certificates

When a member has been elected to membership and has paid the initiation fees and dues required, a certificate of membership shall be formally issued to that member's name, signed by the Executive Director, and mailed to the member.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Association shall run from [January 1st](#) to [December 31st](#) of each year.

ARTICLE XII
ELECTIONS AND VOTING

Section 1: Election

Elected members of the Board of Directors shall be elected at the Annual Meeting. The elected members are Vice President, Secretary, and Treasurer.

Section 2: Notice

All nominations for elected positions shall be made from the general membership in attendance at the Annual Meeting.

Section 3: Voting

[All officers shall be elected by members present and voting and not by proxy at the Annual Meeting.](#) Only members in good standing shall be entitled to vote.

ARTICLE XIII
SEAL

The Board of Directors shall provide a Corporate Seal, which shall be impressed in the margin hereof.

ARTICLE XIV

AMENDMENT OF BYLAWS

The Bylaws of this Association may be amended by a two thirds (2/3) affirmative vote of the general membership voting on the issue at the Annual Meeting.

ARTICLE XV
STATUTORY COMPLIANCE

These Bylaws are prepared in conformance with Chapter 3 of Title 30 of the Idaho Code pertaining to nonprofit corporation of the State of Idaho. In the event that any material discrepancy between these Bylaws and the laws of the State of Idaho, State law shall govern.

ARTICLE XVI
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Statutes of the State of Idaho or the Articles of Incorporation or the Bylaws of this Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ADOPTED BY THE MEMBERSHIP AT THE ANNUAL MEETING OF THE IDAHO
ASSOCIATION OF FIRE DISTRICTS [ON OCTOBER 19,2002, AND RATIFIED BY THE](#)
[BOARD OF DIRECTORS AT THE NOVEMBER 2007 ANNUAL MEETING.](#)

DATED THIS 3rd day of November, 2007.