

**MONTANA CAREER FIRE CHIEFS ASSOCIATION (MCFCA)
CONSTITUTION AND BYLAWS**

CONSTITUTION

ARTICLE I

Name and Purpose

1.1 Name

This organization shall be known as the Montana Career Fire Chiefs Association (MCFCA), here in after referred to as the “Association”.

1.2 Purpose

The purpose of this organization is to further the professional advancement of the fire service to ensure and maintain greater protection of life and property and to represent the interests and needs of the career fire service in Montana.

To carry out this purpose, the Association shall:

- (a) Provide for the assembling at regularly scheduled meetings, of chief fire officers and other interested persons to discuss ways and means for the betterment of the fire service and to develop a bond of friendship and understanding among its members;
- (b) Serve as a recognized organization in Montana for the collection and exchange of ideas, information, knowledge and experience in areas affecting the career fire service;
- (c) Develop, support, and implement programs dedicated to the betterment and continual well-being of the career fire service and to the attainment of its goals and objectives;
- (d) Cooperate with other organizations to promote programs that further the goals and objectives of the career fire service;
- (e) As directed by the Association, review developments in the Montana Legislature and other agencies and react to those affecting the fire service, in a non-partisan, proactive, and coordinated manner;
- (f) Develop/influence appropriate legislation as approved and/or directed by the membership, identify supportive legislators, and take steps necessary for successful introduction and passage of such legislation;
- (g) Serve as a member state association within the International Association of Fire Chiefs.
- (h) Submit policy proposals to elected officials; provide facts and advice on matters of policy as a basis for making decisions which affect the Montana fire service.

ARTICLE II

Membership

2.1 Membership

(a) Active Members: Eligibility for membership shall be an exempt chief officer employed by a city, town or fire district within the State of Montana, on a fulltime basis (minimum 40 hours per week) and shall have a collective bargaining unit representing firefighters.

Active members shall be entitled to vote on all matters requiring a vote unless otherwise prohibited.

The term "Career," as used in this document, refers to a Fire Department whose Fire Chief is an exempt employee of a city, town or fire district within the State of Montana, on a fulltime basis (minimum 40 hours per week) and shall have a collective bargaining unit representing firefighters.

(b) Associate Members: Associate members shall be individuals who work in allied fields of the fire service and are interested in the goals and objectives of the Association, and are not identified with fire protection commercially. Associate members may include:

- (1) Fire service personnel who are of insufficient rank or position to qualify as an active member of the Association.
- (2) Professors, instructors and technical staff members of accredited colleges, universities and academies, engaged in teaching or researching in the field of fire science and/or fire administration.
- (3) Persons who have made a significant contribution to the science and practice of fire protection and related emergency services.
- (4) Individual members of any section or organization affiliated with the Association.

Associate members shall be entitled to participate in the Association, except that they are not eligible to hold elective office or serve on the Board of Directors, and do not have voting privileges.

2.2 Authority for Classification

The Board of Directors of the Association shall have the final authority in the determination of eligibility for membership in any classifications of membership.

2.3 Executive Board

The Executive Board of the Association shall be comprised of Active members of the Association and shall consist of the following positions:

- (a) President
- (b) First Vice President
- (c) Second Vice President

- (d) Secretary
- (e) Treasurer

2.4 Section Leadership

Sections may be established as needed. Eligibility for section membership shall be limited to career fire department members in charge of specific divisions which are directly associated with the sections established by the Association.

(a) Fire Marshals Section: Members shall be active or associate members, and shall be designated as a Fire Marshal, code official or employee charged with code enforcement. Voting privileges within the Fire Marshal's section shall be limited to members whose Department's Chief qualifies for active membership. The Montana State Fire Marshal shall receive a standing invitation as a non-voting member to the Fire Marshals Section.

(b) Training Section: Members shall be active or associate members, and shall be designated as a departmental Training Officer or responsible for the oversight and coordination of a training division in a career fire department. Voting privileges within the Training section shall be limited to members whose Department's Chief qualifies for active membership.

2.5 Establishment of Sections

Subject to the approval of the membership at an annual meeting, sections may be established to carry out detailed activities in fire-service related fields consistent with the purpose of the Association.

(a) Application for establishment of a Section must be made to the Board of Directors at least 60 days prior to an annual meeting. The Board of Directors shall notify the Association membership of any such applications at least 30 days prior to the annual meeting.

(b) Sections may organize under their own bylaws providing such sections shall operate under the structure of the Association Board of Directors. Every section's Constitution and bylaws shall be approved by the Board of Directors and be consistent with the Association's Constitution and Bylaws. All activities of said sections shall be subservient to the Association.

(c) Section Representatives. Section representatives shall be the elected chairperson of the section or the elected vice-chairperson in the absence of the chairperson. Section representatives shall serve at the pleasure of the members of their respective sections.

ARTICLE III

Officers

3.1 Eligibility

Any member of the Association seeking election to any of the elective offices specified in this Article shall, on the day of the election, be an active member in good standing.

3.2 Elected Officers

The elected officers of the Association shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer whom shall be elected by ballot at an annual meeting of the Association. The term of office for all elected officers shall be two calendar years and shall begin on January 1st. In no case shall the term end until a successor has been duly elected to begin the next term. These elected officers are limited to no more than two terms in succession in the same elected position.

Should any office be vacated during the term, the Board of Directors shall appoint an officer to complete the vacated term. Such appointment shall not prohibit the person from subsequently being elected to that office for two successive terms.

ARTICLE IV

Board of Directors

4.1 Board of Directors

There shall be a Board of Directors of the Association which shall manage the routine affairs of the Association and act on behalf of the Association when the general membership is unable to meet.

(a) Directors: The Board of Directors shall be comprised of the Executive Board and the Ex-Officio Directors.

(b) Ex-Officio Directors: Ex-officio Directors shall consist of the Immediate Past President and Legislative Liaison, and may include the Fire Service Training School Director. Ex-Officio Directors shall act as advisors to the Board of Directors and shall not have voting privileges.

(c) Legislative Liaison: A legislative liaison shall be appointed by the President and approved by the Executive Board. The Legislative Liaison may be a Director or Ex-Officio Director.

4.2 Duties of Board of Directors

It shall be the duty of the Board of Directors to:

- (a) Conduct the business and activities of the Association;
- (b) Have general charge of the affairs of the Association;
- (c) Review the work of the Association, all established committees, the President, and develop broad policy for the operation of the Association;
- (d) Study and evaluate the finances of the Association with the purposes of formulating plans for increasing revenues, formulating plans for the budgeting control of present and future finances, approving the investment of Association funds, and presenting such plans and any other recommendations to the general membership for consideration and approval (when indicated);
- (e) Approve, adopt, change and amend all budgets as recommended by the Board;
- (f) Review and approve an annual audit of all books and cause to be published an annual audit report;

- (g) Establish the location, date, and time of all meetings of the Board and/or Association. Notify, via email, all members of the Association, of the location, date and time, of all scheduled Board meetings at least 10 working days prior to the meeting date.
- (h) Establish and set all dues and fees for the Association on an annual basis; and
- (i) Perform such other duties as may be required of the office by action of the members of the Association.

4.3 Powers

The Executive Board shall have the power to expend the funds of the Association to accomplish the objectives of the Association; to pay for contract services, such as administrative support and management services; to establish a headquarters; to rent office space; and pay the necessary incidental expenses in connection with the maintenance of the headquarters.

4.4 Expenses

No officer or member shall incur any expense in the name of the Association without the approval of the Executive Board. The necessary expenses of members attending the board meetings shall be paid at a per diem rate set by the Executive Board, to include lodging, meals, and incidentals for the number of days involved at the meeting and necessary travel time and transportation.

4.5 Other duties and powers

The Board of Directors shall perform such other duties and exert such other powers as required and authorized in these Bylaws or by the Association at an annual meeting.

4.6 Review and Override

Any action of the Board of Directors will be subject to review at the annual meeting of the Association, and a two-thirds (2/3) vote of the active membership present and voting may override any action taken by the Board of Directors.

4.7 Removal of Officers

Any officer shall be removed from office for the following reasons:

- (a) Conviction of a felony; or
- (b) Malfeasance or nonfeasance in office, provided, however, that such removal shall not be effective unless and until the evidence has been reviewed and a determination made by the Board of Directors; and provided further, that the Board of Directors shall meet within 60 days of the date of filing any charges made upon an officer to deliberate the issue, declare its findings, and take necessary action.

4.8 Vacancies and Resignations

Any position on the Board of Directors shall be declared vacant if the incumbent misses three consecutive Board of Directors meetings without being properly excused. In the event of a vacancy occurring in the office of the President, the First Vice President shall immediately be directed by the Board of Directors in writing to assume all duties and authorities of the President.

In the event of a vacancy in the office of First Vice President, Second Vice President, Secretary and/or Treasurer, an acting First Vice President, Second Vice President, Secretary and/or Treasurer shall be appointed immediately by the President. The President's appointment shall be approved by the Board of Directors within 30 days of the vacancy occurring. The appointee shall serve for the remainder of the unexpired term. Notice of appointments, vacancies, and any other personnel changes to the Board of Directors shall be made in writing to all members of the Association within 10 days of said changes.

4.9 Obligating the Association

No officer or member of the Association shall incur any expenses in the name of the Association without the approval of the Executive Board except that, in case of an emergency, the Executive Board is empowered to authorize the expenditure of sufficient funds to meet the emergency.

4.10 Conflict of Interest

All persons either elected or appointed to an office of the Association (including but not limited to any Board, Section, or Committee), prior to acceptance and during tenure of that position, shall avoid situations and activities where their personal interests could conflict, or reasonably appear to conflict, with the interests of the Association. In the event that a person nominated for or holding an office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the person in charge of the activity (or the next higher authority if the member is in charge) and to the governing body of the unit of the Association in which he or she holds office and recues himself or herself at any Board, Section, Committee, or other meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

ARTICLE V

Duties of the Officers

5.1 President

The President shall:

- (a) Be the official representative and spokesman for the Association;
- (b) Serve as the chairperson of the Board of Directors;
- (c) Preside at meetings of the Association and at meetings of the Board of Directors;
- (d) Appoint all committees, including those not provided for in the Bylaws;
- (e) Countersign all checks used in maintaining business and expense of the Association, with the exception of checks which are authorized by the Executive Board for single signature;
- (f) Call a special meeting of the Board of Directors when so requested by at least three (3) Board of Directors members or whenever the President determines it to be necessary. Except when the President determines that unusual circumstances exist warranting a meeting of the Board of Directors, at least three (3) days notification shall be given and the reason for the meeting stated; and
- (g) Perform such other duties as may be required of the office by action of the members of the Association or by policy direction of the Board of Directors.

5.2 First Vice President

The First Vice-President shall:

- (a) In the absences or inability of the President to perform all duties of the office, assume the duties of the President.
- (b) Serve as Chairman of the Audit Committee.
- (c) Assist the President in conducting the business and policies of the Association including coordination of committee activities; and
- (d) Perform such other duties as may be required of the office by action of the members of the Association or by policy direction of the Board of Directors.

5.3 Second Vice President

The Second Vice-President shall:

- (a) Assist the President and First Vice President in conducting the business of the Association; In the absence or inability of both of these officers, the Second Vice President shall assume the duties and responsibilities of the President. The Second Vice President shall, in the absence or inability of the First Vice President, assume all duties of the First Vice President.
- (b) Serve as Chairman of the Membership Committee.

5.4 Secretary

The Secretary shall:

- (a) Be responsible for keeping accurate records of all business of the organization and for sending proper notices of meetings to all members.
- (b) Solicit agenda topics/items from Board members and develop a written agenda prior to every Board meeting.
- (c) Disseminate, via email, the written agenda, to the Association membership, no later than 10 working days prior to every scheduled Board meeting. The written agenda shall include the location, date and time of the scheduled Board meeting.
- (d) Keep an accurate record of all official proceedings of the Board of Directors.
- (e) Disseminate written minutes, via email, to all members of the Association no later than 5 working days following every Board meeting.
- (f) Perform such other duties as may be required of the office by action of the members of the Association or by policy direction of the Board of Directors.

5.5 Treasurer

The Treasurer shall:

- (a) Supervise the use of all the assets of the Association with the advice and approval of the Board of Directors;
- (b) Determine that all monies of the Association are deposited in proper accounts and, where applicable, drawing the highest rate of return;
- (c) Determine that all funds collected and disbursed by the Association are collected, recorded and disbursed according to accepted accounting principles and in accordance with the bylaws of the Association;
- (d) Provide a written budget status report of all expenditures, revenues and balances at every meeting of the Board and at more frequent intervals upon request of the Board.
- (e) Perform such other duties as may be required of the office by action of the members of the Association or by policy direction of the Board of Directors.

5.6 Legislative Liaison

The Legislative Liaison shall serve as an Ex-Officio member to the Board of Directors. The duties of the Legislative Liaison may be assigned to any Board Director or any member of the Association, or may be contracted to an independent contractor, and shall:

- (a) Keep the Association informed of all legislation affecting the fire service and this Association;
- (b) Perform necessary functions to further the goals of the Association with respect to influencing legislation, as directed by the Board of Directors;
- (c) Attend various meetings, as directed by the Board of Directors, to identify legislative issues likely to affect the Association;
- (d) Provide legislative reports to be disseminated, via email, to all Association members during the legislative session and during all preparatory sessions where language is being developed for presentation during a legislative session. This includes all working groups, including House and Senate joint resolution working groups. Summaries of the Association's positions to be presented, as well as discussions which affect the Association shall be disseminated, via email, to all Association members not later than 10 working days prior to any such meetings and not later than 5 working days following any such meetings. These notices shall include the title, location, date and times, and names of persons representing the Association for all said meetings.
- (e) Perform such other duties as may be required of the office by direction of the Board of Directors.

ARTICLE VI

Committees

6.1 Permanent committees

In addition to those committees provided for, the following permanent committees are established, whose chairman and members shall hold office until replaced or changed by the President.

- a. Audit Committee
- b. Nominating Committee
- c. Resolution Committee
- d. Membership Committee
- e. Credentials Committee

Each committee shall be required to submit a written report of its activities as directed by the Board.

Special committees: The President may appoint special committees from time to time, on any subject deemed necessary for the benefit of the Association.

ARTICLE VII

Meetings & Voting

7.1 Annual Meeting

There shall be an annual meeting of the Association held each year, at a location and date approved by the Board of Directors. Elections of officers of the Association will occur at this meeting. The entire program and order of business for the annual meeting shall be submitted to and approved by the Board of Directors before being adopted or published.

7.2 Installation of Officers

The installation of officers shall occur immediately following their election at the annual meeting. The term shall begin January 1 of the following year.

7.3 Meetings of the Board of Directors

The Board of Directors and such other members of the Association as the President may see fit for the proper transaction of business, shall meet at least quarterly and whenever the President may deem it necessary at such time and place as he/she shall designate. Quarterly meetings shall be held during the months of January, April, July, and October.

7.4 Special and Other Meetings of the Board of Directors

The Board of Directors may hold additional meeting as determined by the Board and pending a majority vote of Board of Directors members. Special meetings of the Board of Directors may be held when so requested by at least three Board members or whenever the President determines that unusual circumstances exist warranting a meeting of the Board of Directors, at least three (3) days notification shall be given and the reason for the meeting stated. Directors may participate in regular or special meetings in person, or by telephone or other electronic media selected by the Board, provided such means are available.

7.5 Quorum

(a) A simple majority shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. In the absence of a quorum at any regular or special meeting of the Board of Directors, the meeting shall be adjourned.

7.6 Section Meetings

Sections of the Association will meet as necessary in accordance with their Bylaws. However, they are encouraged to meet at least once per quarter or more often as necessary to keep their members informed on issues affecting the fire service in general and the Association in specific. Section meetings may be held in conjunction with any regular or special meeting of the Association.

The Section Chairman shall cause to be developed a written agenda, and disseminated via email, to all Association members, not later than 10 working days prior to all meetings. The agenda shall include the location, date and time of the scheduled meeting. The Section Chairman shall cause to be provided, and disseminated via email, to all Association members, written minutes of all scheduled meetings not later than 5 working days following any such meetings. These notices shall include the title, location, date and times, and names of persons in attendance.

7.7 Committee Meetings

Any committees established by this Constitution and Bylaws or by action of the President shall meet at least once per quarter or more often as necessary to fulfill their duties and responsibilities to the Association. Committee meetings shall be scheduled by the committee chairperson and are encouraged to be held in conjunction with any regular or special meeting of the Association.

Committee Chairpersons shall provide a status report to the Board of Directors at quarterly meetings and upon request by the Board of Directors.

7.8 Reimbursement of Expenses

So as not to discourage members from smaller jurisdictions from serving as member of the Board of Directors, Board of Directors members may be reimbursed for usual and customary travel expenses incurred as a direct result of performing Board of Directors duties.

7.9 Parliamentary Authority

For the purpose of orderly administration, Robert's Rules of Order shall be the authority for all meetings of the Association.

7.10 Speakers and Guests

Invited speakers or distinguished visitors shall be permitted to attend the meetings and luncheon without payment of the luncheon fee, upon approval of the President.

7.11 Voting

A simple majority of the voting members present at an executive, regular, or special meeting of the Association will carry any issue unless otherwise specified in this Constitution and Bylaws. Each active member in good standing will have one vote.

ARTICLE VIII

DUES

8.1 Dues

The annual dues shall be due and payable on January 1st of each year. Memberships are not transferable, and dues paid are not refundable.

ARTICLE IX

Amendments to the Constitution

9.1 Amendments

The association shall have full power at any Annual Meeting to alter, amend, or revise this Constitution.

(a) The Board Secretary shall see that every active member shall have at least thirty (30) days clear notice of such proposed alteration, amendment or revision previous to the date set for

action to be taken. This notice shall be disseminated at a minimum, in writing and via email, to all Association members.

(b) A two-thirds majority vote of the voting members, who are present and voting, shall be necessary for the adoption of any such alteration, amendment or revision.

9.2 Effective Date of Amendments

All amendments, alterations or revisions shall take effect immediately upon adoption by the membership unless otherwise specified.

ARTICLE X

Rules of Order

10.1 Preserving Order and Decorum

The presiding officer shall preserve order and decorum, and shall take no part in debates while he/she is presiding. All questions of order shall be decided by the presiding officer, subject to an appeal to the Board. Upon such an appeal the vote shall be taken without debate. The presiding officer may state his/her reason for the decision given and shall put the question as follows: "Shall the decision of the Chair be sustained?" A two-thirds (2/3) majority of those Board members voting shall be necessary to reverse the decision of the Chair.

10.2 Procedure for Speaking or Making a Motion

Every member when speaking or offering a motion shall rise, state their name and agency affiliation, and respectfully address the presiding officer. When finished speaking, they shall at once be seated.

10.3 Procedure for Two or More Persons Rising

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

10.4 Previous Question

A motion to take the previous question shall always be in order and must be put without debate, and if supported by a two-thirds (2/3) vote of the members present, voting shall be declared carried, and no further debate or amendments shall be in order until the main question shall have been decided.

10.5 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 a vote be now taken. A motion to adjourn is not debatable, but a motion to adjourn to a given time is open to debate.

10.6 Rules of Order

For any question coming before the membership for which no provision has been made in the Constitution, Bylaws or Rules of Order, the presiding officer shall be guided by the rules laid down in Robert's Rules of Order.

ARTICLE XI

Annual Meeting & Conference

11.1 Selection of Place and Date

The Annual Meeting and Conference of the Association shall be held at such place and date as designated by action of the Board of Directors. The Board of Directors shall have authority to change the time and place of the Annual Meeting and conference.

11.2 Notification of Place and Date

The time and place of the Annual Meeting and Conference shall be furnished in writing to all members.

11.3 Board Approval of Program Required

The entire program and all activities of the Annual Meeting and Conference shall be approved by the Board of Directors before being adopted or published.

11.4 Registration Fee

All members in attendance at, or wishing to participate in the Conference, shall be required to pay a registration fee as determined by the Board.

11.5 Registration Fee Exemption

Invited speakers or distinguished visitors shall be permitted to register and receive the courtesies of the conference without payment of a registration fee, upon approval of the President.

11.6 Privilege Limitations

No member in arrears for dues and/or failing to pay the registration fee while at the annual conference shall be entitled to privileges enjoyed by registered members.

11.7 Voting

Voting shall be by written ballot for election of officers where there are two or more candidates for an office. Other balloting may be voice or standing vote, provided however, that a written ballot shall be taken upon motion passed by Active members voting. Proxy votes may be allowed. Proxy votes must be carried by a member in good standing. Ballots shall be retained by the Chair of the Credentials Committee for a minimum of 60 days and then shall be destroyed.

11.8 Voting Credentials Required

The Credentials Committee shall file with the Association President certification that an active member is in good standing and therefore eligible to vote.

11.9 Resolutions Qualifications

All resolutions to be considered shall be submitted to the membership, via email, not later than thirty (30) days prior to the opening of the annual meeting. Resolutions shall be typewritten, in proper form, bearing the name and signature of the member submitting it and the name of the

department or organization with which he/she is affiliated. Resolutions may be submitted by the Resolutions Committee or an Active member in good standing.

11.10 Resolutions of Emergency Nature

Resolutions which are of such an emergency nature, where compliance with requirements of section 11.9 of these Bylaws was impossible, may be considered at the conference or annual meeting only after the Board of Directors have approved the resolution as an emergency measure.

11.11 Nominations and Elections

The Nominating Committee shall present their report on the first day of the Conference, giving a complete list of the nominations for the elective offices of the Association. Where the Nominating Committee deems it in the best interest of the Association to nominate two or more members for any office, they may so report in order that the choice may be decided by ballot of the members present at the conference. The presiding officer shall then call for any nominations from the floor for any elective office. Nominations from the floor shall require the nominee's concurrence in writing or his/her verbal concurrence from the floor at the time of nomination. After calling three (3) times for any further nominations, the presiding officer shall declare the nominations closed.

11.12 Withdrawals from Nomination

Any nominee who desires to withdraw his/her name may do so at the time of nomination, but shall not make any address nor request for his/her sponsors to support any other candidate.

ARTICLE XII

Code of Ethics

12.1 Code of Ethics Established

The Association recognizes that its members are held to a higher standard of conduct than other members of our community. The Association shall follow the Code of Ethics established here in to guide the conduct of its members.

Tenet 1: Be dedicated to the concepts of effective and democratic leadership by responsible elected officials and believe that professional general management is essential to the achievement of this objective.

Tenet 2: Be dedicated to the highest ideals of honor and integrity in all public and professional relationships in order that the member may merit the respect and confidence of all members of the Association and of the people who interact with the Association.

Tenet 3: Make it a duty to continually improve the member's professional ability and to develop the competence of the Association members in the use of professional and quality management techniques and practices.

Tenet 4: Keep the members of the Association informed on all association affairs; ensure and encourage transparency and communication between the Board of Directors and all members of the Association in all matters concerning the Association.

Tenet 5: Emphasize professional, friendly and courteous service to the Association membership.

Tenet 6: Seek to improve the quality and image of the Association.

Tenet 7: Resist any encroachment on professional responsibilities believing the member should be free to carry out official policies without interference, and handle each problem without discrimination on the basis of principle and justice.

Tenet 8: Seek no favor; believe that personal aggrandizement or profit secured by position within the Association or by misuse of position is dishonest.

Tenet 9: Subscribe to the initiatives, policies, and practices which safeguard the lives and property of our communities.

President: _____ Date: _____
Brent Christopherson

1st Vice President: _____ Date: _____
Frank Odermann

2nd Vice President: _____ Date: _____
Greg Megaard

Secretary: _____ Date: _____
Steve Hester

Treasurer: _____ Date: _____
Jason Manley