

Florida Fire Chiefs' Association

Constitution and By-Laws

Article I: Corporation Name

In accordance with the rules established by the State of Florida and the Articles of Incorporation of the FLORIDA FIRE CHIEFS' ASSOCIATION, INC., the name of the corporation shall be the Florida Fire Chiefs' Association (herein after referred to as the "Association").

Article II: Mission

Whereas, The Association advances the profession of fire and emergency services through strategic and proactive leadership, education, advocacy and development and

Whereas, The Association is Florida's leading organization for fire & emergency services professionals, specializing in promoting and supporting leadership excellence in fire & emergency services management while advocating for legislation and regulations that enhance the ability of fire professionals to protect and preserve the communities they serve,

Let it be known that the Association shall strive to accomplish its mission by committing its resources to a series of strategic elements specifically designed to serve the needs of its members and said communities served.

Article III: Membership

Section 1. Membership classifications

Within the Association, there shall be the following membership classifications; Active Member, Corporate Member and Associate Member.

Section 2. Active Membership

Active members shall be entitled to all privileges and benefits provided by the Association and all elected officers of the Association shall be selected from this group.

2.1 Eligibility

The Chief of the Department and/or Agency and any Chief Officer, as designated by the Chief, of regularly organized public, governmental or special district fire departments within the state of Florida. "Chief of the department" includes that person responsible for management of a regularly organized public, governmental or special district fire department who bears a title other than chief, including, but not limited to, Fire

Commissioner, Fire Administrator, Public Safety Director, Fire Service Director, and the like.

All members in retirement from a position described above who have not been designated Honorary Members but maintain current dues-paying status shall be eligible for continued Active Membership. These members shall be known as Senior Members.

2.2 Privileges of Membership

Active Members who maintain current dues-paying status shall be entitled to vote on all matters requiring a vote of the general membership, as outlined in Article V of these bylaws, and may hold elective office and serve on the Association's Board of Directors. New Active Members shall be entitled to voting privileges fifteen days after receipt of initial membership dues. However, these rights and privileges may be rescinded with cause by the Board of Directors.

Section 3. Corporate Membership

Membership in the Association shall be available to individuals, associations, individual employees or officers of corporations and businesses providing products and services to fire and emergency services and that are interested in the goals and objectives of the Association. Corporate Members shall have all the benefits of Active Membership, except they are not eligible to hold elective office, serve on the Board of Directors, have voting privileges, or be eligible for life membership. These rights and privileges may be rescinded with cause by the Board of Directors.

Section 4. Associate Membership

Membership in the Association shall be available to individuals, groups and/or institutions that are associated with the fire and emergency services community and have an interest in the goals and objectives of the Association. Associate Membership shall include, but not be limited to, Chaplain, Educator, Emergency Vehicle Technician, Fire Inspector, Fire Rescue Cadet, Fire Service Professionals, Honorary, Honor Guard, Public Education Officer and Public Information Officer. Associate Members shall be entitled to all rights and privileges of membership except to vote and hold elected office. These rights and privileges may be rescinded with cause by the Board of Directors.

Section 5. Application for Membership

Application for membership shall be in accordance with policies and procedures as established by the Board of Directors.

Section 6. Membership Additions

Unless otherwise specified herein, other membership classifications may be established at the discretion of the Board of Directors.

Section 7. Voting

All Active Members shall be eligible to vote on all business required to come before the general membership including, but not limited to, alteration, revision, resolutions, amendments and elections. For all elections of Officers or Directors for which there are two (2) or more candidates for said position(s), the Elections Committee, as defined in Article V, Section 4, shall conduct an election by mail or electronic ballot.

The Executive Director, or his designee, will prepare and send a mail or electronic ballot to all members eligible to vote, provided that there are at least two candidates for at least one elective office. The mail or electronic ballot shall be sent at least ninety (90) days prior to the opening date of the summer business meeting and must be returned to, and received by, the Election Committee at least forty-five (45) days prior to the opening date of said business meeting.

Provided that there are at least 100 ballots, a subcommittee of the Elections Committee shall meet to review and/or tabulate the ballots. The subcommittee will provide the Executive Director, Board of Directors and the proponent with the “unofficial results” and otherwise make such results available to the membership of the Association at least 30 days prior to the business meeting. Prior to the summer business meeting, the full Elections Committee will meet to audit the process and certify the “official results.”

A two-thirds majority vote, of the members voting, shall be necessary for the adoption of any such alteration, revision, resolution or amendment. Results of the vote will be presented to the membership during the summer business meeting.

No member in arrears for membership dues shall be eligible to vote.

Section 8. Transferability

Membership shall be limited to individuals and is not transferable.

Section 9. Termination of membership

Membership shall terminate upon (i) resignation of the member, (ii) non-payment of dues within ninety (90) days after the date on which they are due, or (iii) subject to a determination by the Board of Directors, for violation of the Florida Fire Chiefs' Association's Professional Code of Conduct or other Florida Fire Chiefs' Association policies and procedures. For termination under (iii), written notice shall be sent to the member charged with such violations, which notice shall specify the reasons for the proposed termination. In accordance with procedures adopted by the Board, the member shall be given an opportunity to respond by writing information on his or her behalf and sending it to the Florida Fire Chiefs' Association office at which time the response will be placed on the agenda of the next scheduled Board meeting.

Any member in arrears ninety (90) calendar days after the member's renewal date shall be removed from the membership roll and from the Association's mailing list.

Any member who resigns or is expelled shall forfeit all rights and privileges in the affairs and/or property of the Association, including dues already paid. Any member who resigns or is expelled shall remain liable for any dues or other charges due and owing at the time of his resignation or expulsion.

Section 10. Members in Good Standing

Members in good standing shall be defined as a member who meets the requirements in Article III, Sections 2-4, and whose dues are current, registrations paid in full, and no outstanding bills in excess of ninety (90) calendar days.

Article IV: Officers and Directors

Section 1. Board of Directors

There shall be a Board of Directors, which shall consist of the President, First Vice President, Second Vice President, Immediate Past President, Secretary-Treasurer, one (1) Director from each of the six (6) regions, one (1) Senior Board Member, and the Chair of the Florida Fire and Emergency Foundation. The elected Board of Directors, herein called the Board, shall supervise and jointly oversee the activities of the Association. Their main responsibility is to act on behalf of the membership. The duties of the Board shall include governing the organization by establishing its mission, policies and objectives; selecting, appointing, supporting, reviewing, and if necessary separating the Executive Director; approving annual budgets; make or approving all major decisions affecting the Association including maintaining a set of bylaws; approving all major contracts or expenditures in excess of \$10,000; making decisions about the acquisitions and the disposals or changes in real estate managed or owned by the Association; and acting on behalf of the membership.

Section 2. Officers

The Officers (Executive Board) of the Association shall consist of a President, First Vice-President, Second Vice-President, Secretary-Treasurer, Immediate Past President, and Chair of the Florida Fire and Emergency Foundation all of who shall serve without salary and such salaried Executive Director as may be determined by the Board, who shall serve without a vote. The officers referred to in this section will be considered the Executive Board. The Officers of the Association are responsible for oversight of the corporation. Their specific duties are defined herein.

Section 3. Duties of the President

It shall be the duty of the President to preside at meetings of the Board and all general

meetings. The President shall represent the Boards supervision of the affairs of the Corporation and shall sign, as President, all contracts and other instruments of writing. The President shall appoint all committees not otherwise provided for. These appointments are made not later than Thirty (30) days before the date of the annual meeting, if practical. The President shall automatically serve on the Joint Council and the Florida Fire and Emergency Services Foundation.

Section 4. Duties of the First Vice-President

The First Vice-President shall assist the President in conducting the business of the Association and perform such other duties as may be required in the absence or inability of the President to perform prescribed duties. The First Vice-President shall automatically serve as Chair of the Membership Committee and on the Florida Fire and Emergency Services Foundation.

Section 5. Duties of the Second Vice-President

The Second Vice-President shall assist the President and First Vice-President in conducting the business of the Association, and perform such other duties as may be required in the absence or inability of the First Vice-President to perform prescribed duties, the Second Vice-President shall perform all duties of the office and shall automatically serve as Chair of the Strategic Planning Committee.

Section 6. Duties of the Secretary-Treasurer

The Secretary-Treasurer shall authorize procedures for receiving and disbursing monies of the Association, and shall keep or approve accounts thereof, in accordance with such policies and procedures as from time to time may be approved by the Board. The Secretary-Treasurer shall make an annual report to the Association of receipts and disbursements; keep a complete record of all proceedings of the Association; have printed the minutes of the Annual Meeting for distribution; serve as Secretary to the Association in all of its' board meetings; and be under bond for such amount and shall have such duties as the Board may determine. Such duties of the Secretary-Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director. All funds, books and records are and shall remain the property of the Association. The Secretary-Treasurer shall automatically serve as Chair of the Audit, Budget and Finance Committee.

Section 7. Duties of the Regional Directors

Regional Directors will participate in board meetings and shall have full voting rights. Regional Directors shall represent the association membership at board meetings and shall carry out such additional duties as directed by the President.

Section 8. Duties of Senior Board Member

The Senior Board Member will participate in board meetings and shall have full voting rights. The Senior Board Member shall represent the association membership at board meetings and shall carry out such additional duties as directed by the President.

Section 9. Duties of the Immediate Past President

The Past President will participate in board meetings and shall have full voting rights. Also, the Past President shall carry out such other duties as directed by the President.

Section 10. Vacancies and Resignations

(A) In the event of a vacancy occurring in the office of the President or his or her successors, the next officer in line shall immediately be directed by the Board in writing or in formal session to assume all duties and authorities of the vacant office and an acting Second Vice President shall then be named by the President and, upon approval of the Board of Directors, shall serve for the unexpired term.

(B) In the event a vacancy occurs in any other office, the President shall immediately appoint, upon approval of the Board, a replacement to serve the unexpired term of said office.

Article V Elections

Section 1. President

Any member of the Association seeking election to the office of President shall be the Chief of a fire department, or have been Fire Chief within the previous 12 months, and an Active Member of the Association in good standing at the time of filing and upon installation and meet the provisions of Article III, Section 2.

Section 2. First Vice President, Second Vice President, Secretary-Treasurer, and Regional Directors.

Any member of the Association seeking election to the office of First Vice President, Second Vice President, Secretary-Treasurer or Regional Director shall be an Active Member of the association in good standing as defined in Article III, Section 2.

Section 3. Senior Board Member – Any member of the Association seeking election as the Senior Board Member shall be a Senior Member of the Association in good standing as defined in Article III, Section 2. The Senior Board Member shall be elected by ballot at-large. Senior Board Members shall hold office for one-year term and shall be elected annually.

Section 4. Elections Committee

The President shall appoint one (1) member from each of the six (6) regions to serve on an Election Committee. The President shall further designate one of these members to serve as Committee Chair. Appointment should be made not more than sixty (60) days or less than thirty (30) days before the Summer Business Meeting date. All the elected Positions, except the six (6) Regional Directors, shall be elected by the general membership, by ballot, at or before the Summer Business Meeting of the Association as outlined in Article V. The six (6) Regional Directors shall be elected, by ballot, by the membership of said region:

- (A)** Northeast Region
- (B)** Northwest Region
- (C)** East Central Region
- (D)** West Central Region
- (E)** Southeast Region
- (F)** Southwest Region

These regions may be modified as determined by the membership. All Regional Directors shall hold office for two years. Regional Directors from the Northeast, East Central, and Southeast shall be elected on odd numbered years. Directors from the Northwest, West Central, and Southwest shall be elected on even numbered years or until their successors shall be elected.

Section 5. Nomination

Persons who wish to have their names placed on the ballot for an elected office shall do so in person at the Winter Business Meeting or by notification in writing to the Secretary-Treasurer with copies to the President and Executive Director before the Winter Business Meeting. The President shall, at the Winter Business Meeting, call for nominations from the floor. It shall be the duty of the Election Committee to receive the approval of the candidates before placing their names on the ballot. In the case of a vacancy occurring in a nominated Board position that has a single nomination after the Winter Business Meeting, the President shall call for nominations between the Winter and Summer Business Meetings to fill the vacancy and place those nomination(s) on the ballot to be voted on prior to the Active Members at the Summer Business Meeting.

Section 6. Election as an Officer

Any Regional Director currently serving in his/her first year of a two-year term, and whose name is placed on the ballot for any one of the positions as stated in Article IV: Officers and Directors, shall resign from the Board effective at the next election of Officer and Directors.

Section 7. Submission of Candidates Names

The President shall on the opening day of the Summer Business Meeting submit, from the Election Committee, all the names of candidates and offices that are to be on the ballot. The Election Committee will conduct the election and all duties thereof. The term of the Election Committee appointment shall end upon completion of the election.

Section 8. Term of Office

The regular term of office shall commence upon administration of the Oath of Office. The term of the Executive Board Member(s), as defined in Article IV, Section 2, shall be one year and the term of the Regional Directors shall be two years. The term on the Board of Directors for the Chair of the Foundation shall be determined by the Foundation by-laws.

Section 9. Removal from Office

In the event that a Board member is convicted of a felony while holding office, that Board member shall be deemed to have forfeited his/her office, and shall be removed from office. In the event that a Board member has committed an act or conduct, that in the opinion of the Board, conflicts with, and is contrary to, the interests and values of the Association, the Board of Directors may, with a minimum of 75% of the Board voting in the affirmative, remove that person from office, thereby creating a vacancy in that office.

Article VI: Regions

Section 1. Regions

For the purpose of better serving and representing its members, the membership of Florida Fire Chiefs' Association shall be divided into the following regions:

(A) NORTHEAST REGION - Alachua, Baker, Bradford, Clay, Columbia, Dixie, Duval, Flagler, Gilchrist, Hamilton, Lafayette, Levy, Madison, Marion, Nassau, Putnam, St. Johns, Suwannee, Taylor, Union.

(B) NORTHWEST REGION - Bay, Calhoun, Escambia, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Okaloosa, Santa Rosa, Wakulla, Walton, Washington.

(C) EAST CENTRAL REGION - Brevard, Lake, Orange, Osceola, Seminole, Volusia.

(D) WEST CENTRAL REGION - Citrus, Hernando, Hillsborough, Manatee, Pinellas, Pasco, Polk, Sumter.

(E) SOUTHEAST REGION - Broward, Dade, Indian River, Martin, Monroe, St. Lucie, Okeechobee, Palm Beach.

(F) SOUTHWEST REGION - Charlotte, Collier, Desoto, Glades, Hardee, Hendry,

Highlands, Lee, Sarasota.

Article VII: Meetings

This Association shall hold meetings at such time and place as determined by the Board of Directors. At least, a thirty (30) day notice in writing shall be given to members prior to each business meeting. One business meeting each year shall be designated as the Annual Business Meeting.

Article VIII: Sections/Committees

Section 1. The President, with the approval of the Board, may from time to time constitute or dissolve such committees or task forces as may be appropriate, determine their duration, size and responsibility, and appoint, remove and designate the terms of committee or task force members.

Section 2. The Executive Director of the Association shall be an ex-officio non-voting member of all committees, subcommittees or task forces as are necessary.

Section 3. Section status may be granted to specialized interests group(s) subject to the “certification of need” as determined by the Board of Directors. Sections shall operate within the corporate structure of the Association and their by-laws shall be approved by the Board and will be consistent with the Constitution and By-Laws of the Association. Section status may be revoked, removed or otherwise dissolved at the desecration of the Board of Directors with or without cause.

Article IX: Staff

Section 1. The Board is empowered to retain such staff and legal counsel as may be necessary to carry out the functions of this Association.

Section 2. The chief executive staff member shall be known as the Executive Director and shall assume such duties as may be assigned by the President including those of assisting the Secretary-Treasurer, and shall be under bond for such amount as the Board may require.

Article X: Financial Matters

Section 1. The fiscal year - The fiscal year of the Association shall be from October 1 thru September 30, annually.

Section 2. Membership Dues - Membership dues shall be at rates established by the Board.

Section 3. Non-payment of Dues - Members may be expelled by the Board for failure to

pay dues within 90 days after the date on which they are due.

Section 4. Budget - At each Annual Business Meeting, the Board shall recommend a budget for the ensuing year.

Section 5. Roster and Records - The Association shall publish annually a membership roster designating the type of membership of each member. The minutes and records of the Association shall be open to inspection by any member in good standing.

Section 6. Expenses - The Board of Directors and committee members shall serve without pay except as otherwise provided herein, but may be reimbursed for their travel and other necessary business expenses, within such limit and according to such procedures as the Board may from time to time approve.

Section 7. The Association will have an Audit, Budget and Finance Committee appointed by the President that shall be authorized to inspect the financial records of the Association at any time with reasonable notice to the Executive Director and the Secretary-Treasurer. The Audit, Budget and Finance Committee shall be responsible to review and monitor all financial activity to ensure fiduciary and legal compliance with the Associations policies and shall keep the Board informed as to the financial condition of the Association. Collectively and cooperatively, the Association along with the Foundation shall periodically or as requested by the "Audit, Budget and Financial Committee" perform a financial review or audit, completed by an outside agency, not to exceed a three-year period.

Article XI: Amendments

Member(s) of the Association must submit a printed copy of proposed by-law changes to the President and Secretary-Treasurer at least ninety (90) days prior to a scheduled business meeting for review and consideration. The President and Secretary-Treasurer shall review said proposed by-law changes and, if appropriate, shall notify the member(s) of acceptance and the intent to move forward with the proposed by-law change within thirty (30) days of receipt. Said proposed amendment must be distributed to the active membership via electronic media and posted on the Florida Fire Chiefs' Association website for a period of not less than thirty (30) days. After the thirty (30) day posting period, electronic ballots shall be sent to all Active Members thirty (30) day prior to the next scheduled business meeting and within twenty (20) days of receipt of the ballot, the member must cast their vote in order to be recorded. All amendments, alterations or revisions of any part of the by-laws shall take effect upon their adoption at the business meeting unless otherwise provided.

Article XII: Resolutions

Section 1. All resolutions must be submitted to the Secretary-Treasurer sixty (60) days prior to a business meeting. The resolutions will be distributed to the active membership via electronic media and posted on the Florida Fire Chiefs' Association website thirty (30)

days prior to a scheduled business meeting. Resolutions will be brought to the membership for a vote at the next scheduled business meeting of the Association.

Section 2. Resolutions of an Emergency Nature - The requirements of these by-laws for presenting to the Secretary-Treasurer sixty (60) days prior to a scheduled business meeting may be waived for resolutions of an emergency nature, providing the Board of Directors approve the resolution as a valid measure.

Article XIII: Rules of Order

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

Article XIV: Term

The term of this corporation shall be perpetual.

Article XV: Indemnification

Any present or former director, officer, employee, or agent of the Association, or other such persons so designated in the discretion of the Board, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Association against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a director, officer, employee, or agent, to the extent authorized by the Board. No indemnification or advance against expenses shall be approved by the Board or paid by the Association until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

Article XVI: Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these by-laws and the Charter, and upon dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified not-for-profit organizations to be selected by the Board. Dissolution may be affected only by an affirmative vote of the Membership and shall be in compliance with the applicable laws of the State of Florida and pertinent laws and regulations of any other governmental authority.

It is hereby affirmed that The Florida Fire Chiefs' Association's Constitution and By-Laws were voted on, and approved, by the Associations membership in accordance with said By-Laws on February 18, 2017 as attested by the undersigned.



Darrel Donatto, Fire Chief
Secretary-Treasurer
Florida Fire Chiefs' Association



Wm. Ray Colburn
Executive Director
Florida Fire Chiefs' Association