



# Company Officers Section

International Association of Fire Chiefs

# Bylaws

Effective: August 24, 2015

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# **Article I – Name and Mission**

## **Section 1. Name**

This organization shall be known as the Company Officers Section of the International Association of Fire Chiefs, Inc., herein called the "Association" or "IAFC."

## **Section 2. Mission**

The mission of the Company Officers Section of the IAFC is to provide information, education, services and representation to company officers to enhance their professionalism and service to community.

# **Article II – Membership and Dues**

## **Section 1. Membership Category**

One category of membership is established within the Company Officers Section, "Section membership."

- A. Section membership is available to those individuals who are Regular, Affiliate or Associate members of the IAFC. Section members are eligible to hold office in the section and to vote on all section ballots. Failure to maintain Association membership will result in the loss of section membership.
  - 1. Section membership is also available to IAFC Life members. IAFC Life members do not pay section dues. To receive free section membership upon attainment of IAFC Life member status, the member must have been a dues-paying section member for at least two consecutive years – at any time – prior to taking Life membership. These members of the section are eligible to vote on all section ballots, but may not hold office.

## **Section 2. Dues**

The annual dues shall be set by the section's executive board in an amount no greater than \$50. Section dues for IAFC members shall be payable in conjunction with the member's Association dues. Section dues for affiliate members shall be payable upon receipt of a section invoice. Any IAFC member wishing to join the section before the date of Association dues renewal shall pay the section dues upon joining and, thereafter, when the Association membership dues are paid.

## **Article III – Section Officers**

### **Section 1. Elected Officers/Executive Committee**

The elected officers of the section shall consist of the section chair, vice chair, secretary and treasurer. Each officer shall have a term of office of two (2) years or until his/her successor is elected. The eligibility requirements for elected officers are set forth in Article V, Section 4. The elected officers and the section's international director will serve as the section's executive committee.

### **Section 2. Board of Directors**

The board of directors of the section shall consist of:

- A. The section's four (4) officers, the section's international director (if required) and nine (9) at-large directors. Three directors shall be elected each year for a term of three (3) years. The eligibility requirements for elected directors are set forth in Article V, Section 4.
- B. Additional liaison representatives may be appointed to the board of directors. Each liaison representative shall be appointed for a one (1) year term by a majority vote of the elected members of the board of directors. Liaison representatives shall have a voice, but no vote, on matters before the board of directors. Expenses incurred by the liaison representative for board of directors activities will be covered by the sponsoring organization, not the section. Liaison representatives to the board of directors may include one (1) representative from any organization with which the board of directors determines that a liaison relationship is appropriate.
- C. If at any point the section, by virtue of its membership numbers, is granted a seat on the IAFC board of directors, the international director of the section, who must be a current, section member and a non-retired member of the IAFC, will be appointed by the section's board of directors to serve in this capacity at the pleasure of the section's board of directors for the same two-year term that is in place for the four elected officers.

### **Section 3. Vacancies**

In the event of a vacancy occurring in the office of the chair, the duties of the office shall devolve upon the vice chair who shall serve for the unexpired term. In the event of a vacancy occurring in the office of the vice chair, secretary, treasurer or member-at-large, a majority vote of the section's board of directors shall appoint an individual who shall serve until the next annual election, when the unexpired term shall be filled by a vote of the members.

In the event that a member retires or leaves the fire service while holding an officer position in the section, the member may continue to hold said office until the next

annual election, at which time the unexpired term shall be filled by a vote of the members.

## **Article IV – Duties of the Officers**

### **Section 1. Duties of the Chair**

The chair shall:

- A. Be the official representative and spokesperson for the section.
- B. Preside at the meetings of the section and at the meetings of the board of directors.
- C. Appoint committees as deemed necessary to conduct the business of the section.
- D. Call special meetings of the board of directors and the section as deemed necessary to accomplish the business of the section.

### **Section 2. Duties of the Vice Chair**

The vice chair shall:

- A. Assume the duties of the chair in the absence or inability of the chair to perform his/her duties.
- B. Assist the chair in conducting the business of the section.
- C. Perform such other duties as prescribed by the board of directors.

### **Section 3. Duties of the Secretary**

The secretary shall:

- A. Record the minutes of the section meetings and board of directors meetings.
- B. Distribute the minutes in a timely fashion to the members of the section's board of directors and to the IAFC headquarters.

### **Section 4. Duties of the Treasurer**

The treasurer shall:

- A. Maintain records of the monies of the section that are collected, deposited and disbursed.

- B. Prepare an annual budget, consistent with the format of the IAFC budget, for submission to the section's board of directors.

### **Section 5. Duties of the International Director (if required)**

The international director shall:

- A. Represent the interests and mission of the section's board of directors and membership first and foremost, while balancing the interests and mission of the IAFC overall.

### **Section 6. Duties of the Board of Directors**

The board of directors shall:

- A. Have general charge of the affairs of the section.
- B. Review the work of the section and develop policy for the section.
- C. Amend or approve the budget prepared by the treasurer for submission to the IAFC board of directors.

### **Section 7. Duties of the Executive Committee**

The executive committee shall:

- A. Have all the duties of the section's board of directors when a quorum of the board of directors is not present at any scheduled meeting. When, due to the criticality of an issue, a board of directors meeting cannot be scheduled, the executive committee will act in the best interests of the section with subsequent ratification by the entire board of directors either by electronic balloting or by approval at the next meeting.
- B. Study and evaluate the section's operations and finances with the purpose of formulating plans, policies and procedures to present to the board of directors for consideration and approval.
- C. Perform other duties assigned by the board of directors.

## **Article V – Meetings and Elections**

### **Section 1. Meetings**

The annual business meeting of the section shall be conducted at the annual conference of the International Association of Fire Chiefs (Fire-Rescue International). Other meetings may be held at the call of the chair or a majority of

the board of directors of the section or at the call of the board of directors of the IAFC, provided that at least ten (10) business days notice of such meeting has been given to all members of the section.

## **Section 2. Voting**

A simple majority of the eligible voting members who are present shall constitute a quorum for the transaction of business at all meetings of the section.

## **Section 3. Election Committee**

Not later than one hundred and twenty (120) calendar days prior to the annual meeting of the section, the section chair shall appoint an election committee of three (3) members, all of whom shall be members in good standing of the section and none of whom shall be seeking a position in the election for which they are officiating. No member of the sitting board of directors may be appointed to the election committee. The chair of the election committee should be selected from the prior year's election committee to maintain continuity and he/she may serve as chair no more than two consecutive years.

Members wishing to be placed in nomination for the chair, vice chair, secretary, treasurer or at-large director positions shall submit their names to the election committee no later than ninety (90) days prior to the annual section meeting. The election committee shall verify candidate eligibility and forthwith submit the list of nominations to the section chair and staff liaison.

## **Section 4. Eligibility for Office**

Members of the section's board of directors must be current, section and IAFC members at the time of their candidacy and, if elected, must maintain IAFC and section membership for the duration of their term.

To be an officer of the section, the member must have served a minimum of one 3-year term as a member of the section's board of directors.

Any member of the section's board who retires while in office shall be permitted to remain in office until the next regular annual meeting of the section, when a new officer shall be elected by the membership.

The section's international director (if required) will be appointed by the section's board of directors. The appointee must be a nonretired Regular IAFC member and a section member for the duration of the term of office.

A maximum of 3 chief officers may serve on the section's board at any one time.

## **Section 5. Elections**

The officers and at-large directors of the section's board of directors shall be elected by mail ballot, electronic ballot or other voting process as determined by the board of directors.

- A. The ballot shall be sent at least sixty (60) days prior to the annual section meeting. When there is more than one candidate for an office, the chair of the election committee will randomly draw the names of the candidates for placement on the ballot.
- B. The ballots shall be returned, as directed, at least fifteen (15) days prior to the annual section meeting to be tabulated by the chair of the election committee, or his/her designee, and certified by all members of the election committee at the annual section meeting.
  - 1. For each contested officer and board position, the individual receiving the greatest number of votes from eligible members responding to the vote shall be declared as elected.
- C. After the votes have been tabulated, the preliminary results of the vote shall be emailed to section members and then presented at the annual section meeting.

# **Article VI – Compatibility with IAFC**

## **Section 1. Inconsistencies of Bylaws**

If any inconsistency is found between these bylaws and the constitution and bylaws or policies of the International Association of Fire Chiefs, the latter shall apply. If such inconsistency is in question, the matter shall be referred to the Constitution, Bylaws & Resolutions Committee of the IAFC and if necessary, to the IAFC board of directors for a final resolution.

## **Section 2. Position Statements**

Any position statements prepared by the board of directors must be submitted to and receive approval from the IAFC board of directors before the position can be released outside the Association.

## **Section 3. Setting Policy**

The IAFC board of directors has the responsibility and authority to set policy for the Association. The section shall adopt procedures for the conduct of its business, which must be consistent with, and not in conflict with policies established by the IAFC board of directors or IAFC executive committee. The board of directors of the Company Officers Section shall have the sole authority for implementing all section policies, procedures, staff assignments and expenditures.



## **Article VII – Amendments**

### **Section 1. Amendments to the Bylaws**

The section shall have the power to alter, amend or revise these bylaws, provided:

- A. The amendment has been presented in writing by the board of directors of the section or by a member of the section and filed with the secretary at least one hundred and twenty (120) days prior to the annual section meeting.
- B. The amendment has been sent to the chair of the IAFC Constitution, Bylaws & Resolutions Committee at least ninety (90) days prior to the annual section meeting.
- C. The secretary, or his/her designee, shall arrange to prepare and send a mail ballot or electronic ballot notification to all members eligible to vote.
- D. The ballot shall be sent at least sixty (60) days prior to the annual section meeting.
- E. The ballots shall be returned, as directed, at least fifteen (15) days prior to the annual section meeting to be tabulated by the chair of the election committee, or his/her designee, and certified by all members of the election committee at the annual section meeting.
- F. After the votes have been tabulated, the preliminary results of the vote shall be emailed to section members and then presented at the annual section meeting.
- G. A two-thirds (2/3) majority of the eligible voting members who submit ballots within the designated time period shall be necessary for the adoption of any such alteration, amendment, or revision.
- H. All changes will become effective upon adoption, unless otherwise provided.
- I. All amendments to these bylaws must comply with Article VI, Section 1.

## **Article VIII – Section Operations**

### **Section 1. Order of Business**

The following order of business shall govern all meetings of the section unless the order is suspended by majority vote of those members present and voting:

- A. Call to order

- B. Officer's reports
- C. Committee reports
- D. Old business
- E. Elections (if necessary)
- F. New business
- G. Good and welfare of the section, and
- H. Adjournment

**Section 2. Rules of Order**

The rules contained in the current *Robert's Rules of Order* shall govern the section in all cases to which they are not inconsistent with the bylaws of the section or the constitution and bylaws of the International Association of Fire Chiefs.

Passed:

Amended:

Signed:

\_\_\_\_\_  
Chair, COS Section

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Executive Director, IAFC

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Vice Chair, COS Section

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Chair, CBR Committee