

NEW ENGLAND DIVISION

OF THE

**INTERNATIONAL
ASSOCIATION**

OF

FIRE CHIEFS

CONSTITUTION

AND

BY – LAWS

Amended June 19, 2003
Amended June 21, 2007
Amended August 26, 2010

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For the purpose of these by-laws, the following definitions shall apply.

Gender: Words used in the masculine gender shall include the feminine and neuter.

International Association of Fire Chiefs (IAFC)

NEW ENGLAND DIVISION
INTERNATIONAL ASSOCIATION OF FIRE CHIEFS
CONSTITUTION AND BY-LAWS

ARTICLE I
NAME AND TITLE

This organization shall be known as the New England Division of the International Association of Fire Chiefs.

Article II

Purpose And Objectives

1. To serve as an integral part of the IAFC with consistent purposes and objectives.
2. To bring the membership and their associates together in conference at least once per year to discuss ways and means for the betterment and advancement of the fire and emergency services.
3. To assist the membership in maintaining high standards of personal and departmental efficiency through study and application of modern and advanced methods of fire department administration, techniques of fire fighting, fire prevention and emergency medical services.
4. To cooperate with government agencies to promulgate and effectuate plans for all phases of emergency management in which all fire and emergency services may best serve their individual communities.
5. To assist in formulating plans for mutual aid for communities that may be afflicted by wide scale disasters.
6. To help develop and expand public relations of the fire and emergency services at local, state and national levels.

7. To cooperate with all agencies in promoting fire prevention and public education programs.
8. To aid in establishing standards for organizing, equipping and training volunteer, part paid, and career fire and emergency services and encourage their adoption.
9. To sustain the high traditions of the fire and emergency services and to promote the welfare of all of its members.
10. To aid in the establishment of standards for apparatus, equipment and methods in public and private fire and emergency service organizations.
11. To coordinate the efforts of all those engaged in the field of fire and emergency services in order that such concerted action shall gain the confidence of the public and achieve steady progress against the ravages of natural and man made disasters.

Article III Composition of the Division

The division shall consist of members residing in the following states: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island and Connecticut.

Article IV Classification of Membership

1. The individual membership of the division shall consist of:
 - a. ACTIVE MEMBERS---Active members shall be comprised of the chief officers of regularly organized public, governmental or industrial fire departments, all state fire marshals, active members in retirement, fire commissioners and/or fire directors who devote full time to administration of fire fighting operations. Active members shall be entitled to vote on all matters requiring a vote unless otherwise prohibited by the

constitution and by-laws and shall be entitled to hold elective office, serve as members of the board of directors and to participate fully in the affairs of the division.

- b. ACTIVE LIFE MEMBERS--- Active life members shall include only active members who have retired from the fire service, provided that they have been members of the division continuously for ten (10) years, and further provided that they are not identified with protection commercially or have become a chief, assistant chief, commissioner, fire marshal, fire director of another public or industrial fire department, Active life members shall be entitled to participate fully in the affairs of the division. Active life members are not eligible to hold elective office other than that specified in Article VIII of these by-laws. Active life membership may be obtained by application to and certification from the executive director of the international.

C. ASSOCIATE MEMBERS

- a) Associate members shall be individuals, associations, individual employees or officers of corporations and businesses that are interested in the goals and objectives of the Association who are not eligible for regular, affiliate or departmental membership. Present or past elected or appointed officials (i.e., members of a fire commission or board, city or county managers, mayors and city or town council members) shall be eligible for Associate Membership.

- b) Associate members shall have all the benefits of Regular membership, except they are not eligible to hold IAFC elective office, serve on the IAFC board of directors, have IAFC voting privileges, or be eligible for IAFC life membership. Associate members who are not individuals are eligible for attendance of one representative at a discounted rate for IAFC functions and related IAFC activities.

D. Affiliate Members

a) Affiliate members shall be individuals interested in the affairs of the IAFC and the fire service who are employed by (or members of) a fire department, or emergency medical services or equivalent emergency-services delivery agency, or work for an agency which performs direct services in support of a fire department's primary missions (e.g., local or state safety code enforcement, federal, state or local fire service training delivery agencies), and who are not eligible for regular membership.

b) Affiliate members shall have all the benefits of Regular membership, except they are not eligible to hold IAFC elective office, serve on the IAFC board of directors, have IAFC voting privileges, or be eligible for IAFC life membership.

E. HONORARY LIFE MEMBERS--Honorary life membership may be conferred upon any person who has rendered conspicuous service to the division, its' aims and provided that such membership shall be recommended by the board of directors and receive a majority vote of the members present and voting at the annual conference of the division. Honorary life members shall be entitled to participate fully in the affairs of the division, with the exception of holding office and voting privileges.

F. DEPARTMENTAL MEMBERSHIP- Departmental membership shall include those fire/EMS departments serving populations of 10,000 or less. Departmental members shall be entitled to the same privileges as an active member with the exception of serving in an elected position. Dues for departmental members shall be the same as for active members. Departments in this membership classification shall have only one (1) vote.

G. Corporate Sponsorships--Corporate sponsorship status shall be to persons and/or businesses engaged in the manufacture or sale of emergency apparatus, supplies or service and/or persons or businesses otherwise interested in the field of fire or emergency

services, upon payment of an annual fee which shall be determined by the board of directors.

2. VOTING IN COMMITTEE---All members, in any category shall be considered full voting members of any committees or task forces on which they serve.

Article V Power To Vote

Each and every active member in good standing shall be entitled to vote. No other member shall be qualified or entitled to vote. The right of an active member to vote shall only be exercised by such manner in person and may not be delegated to any person. A current, paid membership card or inclusion on the current IAFC membership list shall be proof of eligibility to vote.

Article VI Meetings

The annual meeting of the division shall be held at the time and place as determined by the board of directors, with written notification to all members at least thirty (30) days prior to the meeting. In case of an extraordinary emergency or unusual circumstance, the board of directors shall have the authority to change the time and place of the annual meeting. Special meetings may be called by a majority vote of the board of directors or shall be called by the board of directors upon written request of twenty (20) members qualified to vote at least ten (10) days prior. The notice of such special meeting shall clearly state the object thereof and action taken be limited thereto.

Article VII Quorum

A quorum for the transaction of business shall consist of twenty (20) members qualified to vote.

Article VIII Officers and State Directors

1. Any member seeking election as an officer shall:
 - a. Be an active member in good standing of both the New England Division and the IAFC.
 - b. Have paid all dues and assessments and be in attendance at the annual conference of the membership.
 - c. Have not retired from the fire service prior to seeking an elective office.
 - d. In the event that an officer retires from the fire service while holding an elective office, he may continue to hold said office until the next annual conference of the members when a successor shall be elected.
 - e. The secretary/treasurer may be elected to, and hold office as an Active Life Member, as provided in Article IV, provided the candidate has served on the executive board holding the offices of 2nd vice president, 1st vice president, president, and has served on the board of directors.

2. OFFICERS: The officers of this division shall consist of President, First Vice President, Second Vice President, Secretary-Treasurer and Director to the International. The president, first and second vice president shall serve a one year term. They shall serve until their successors have been qualified and installed into office.

The secretary-treasurer shall serve a three (3) year term and may succeed himself. He shall have previously been a member of the board of directors of this division. He shall serve until his successor has been qualified and installed into office.

The director to the international shall serve a three (3) year term and may succeed himself. He shall have previously been a member of the board of directors of this division. He shall serve until his successor has been qualified and installed into office.

The office of second vice president shall be rotated equitably among the six (6) New England states. If a state does not nominate a

candidate for second vice president, that state shall forfeit its turn in the rotation schedule. In the event that a vacancy occurs in the rotation of second vice president during the state's tenure, the board of directors shall at their next regular meeting fill this vacancy by electing an alternate from the same state. If it is not possible to fill the remainder of the term from the same state, it shall be filled by an alternate appointed by the board of directors at their next meeting from the next state in rotation, to finish the remainder of the term only. The rotation of second vice president shall be as follows: Maine, Massachusetts, Vermont, New Hampshire, Rhode Island, Connecticut. The duties of all officers shall be prescribed by the by-laws.

3. STATE DIRECTORS: There shall be created one (1) director from each state, embraced by, and represented in this division, and such director shall be selected by the division upon the recommendation of the active members in each state. Each state director shall serve a two (2) year term with the ability to succeed himself as determined by each state.

Article IX Elections

All elections shall be by ballot if required. The candidate receiving a majority of the votes cast shall be declared elected. Election to fill vacancies shall be held at the next regular meeting of the board of directors, after such vacancy occurs. Where the vacancy existing is in an office having a definite term, the election shall be for the remainder thereof, otherwise the election shall be for an indefinite term. Election to the offices of president, first and second vice president, secretary-treasurer and director to the international and the board of directors shall be at the annual meeting of this division.

Article X Board of Directors

The board of directors shall consist of the president, first and the second vice presidents, the secretary-treasurer, the international director, the immediate

past president and the directors from the respective states of the division. They shall all serve until duly qualified successor has been elected and installed into office. The presiding officer of the board of directors shall consist of a majority of the members thereof. The duties and powers of the board of directors shall be prescribed in the by-laws.

Special committees may be constituted by resolution of the association or by action of the board of directors or by the president, when creation of these committees is necessary or desirable. Vacancies may be filled for the unexpired time in the same manner as the original appointment was made.

Article XI Dues

Annual dues shall be due and payable on the member's anniversary date of each year and shall be in such amount as may be provided for from time to time in the constitution of the international; and in addition, such amount as is decided annually for division requirements. The secretary-treasurer shall make a report of all dues and fees collected at least once year to the board of directors of the division.

Article XII By – Laws

The by-laws may prescribe the powers and duties of the officers and special committees of the division, and they may prescribe such other rules of practice as may be needful, and are not elsewhere provided. However, no by-law may be adopted detrimental to the interest of the public, members or not in conformity with provisions of this constitution.

Article XIII Amendments

The constitution and by-laws may be altered at any regular meeting of the division or at any special meeting called for that purpose by an affirmative vote of two-thirds of the members present and qualified to vote, provided that previous notice of the proposed alteration or amendment has been mailed to all such members at least thirty (30) days prior to the meeting.

Article XIV

Duties Of Officers And Directors

President: the duties of the president shall be:

1. The official representative and spokesperson of the division.
2. Preside at meetings of the division and at meetings of the board of directors.
3. Shall sign papers executed by, or on behalf of the division and shall require the signature of the president.
4. Receive and lay before the members at their meetings and at such other times as deemed necessary, the reports of the board of directors, officers and committees.
5. Generally do and perform such duties pertaining to his office as are required of him by the constitution and by-laws, or as are not otherwise specifically provided to be performed by some other officer or officers and as may be required by the board of directors.
6. To have the authority to instruct the secretary to poll the membership for opinions on any subject considered urgent by him, and to set a date on which replies must be returned to the secretary.
7. To appoint all committees not otherwise provided for. To act as exofficio with the power to vote as a member of all committees.
8. To act as chairman of the board of directors.
9. To approve all expense allowances for members of the board of directors in attending meetings called of transact business of the division.
10. To appoint a sergeant – at –arms each year for the annual meeting. This position shall be in effect for the annual meeting only.
11. Perform such other duties as may be required of his office by the annual meeting or the board of directors.

FIRST VICE PRESIDENT: the duties of the first vice president shall be:

1. During the absence or disability of the president, or in case of his neglect, or refusal to perform such duties, or in case a vacancy occurs in the office of president, shall perform the duties and be vested with the powers of the president.
2. To assist the president in conducting meetings, business and policies of the division.

3. To serve a chairman of the audit committee.
4. To perform such other duties as are prescribed by the president or the board of directors.

SECOND VICE PRESIDENT: The duties of the second vice president shall be:

1. In the absence or disability of the first vice president, or in case of his neglect or refusal to perform such duties, or in case a vacancy occurs in such office, he shall perform the duties and be vested with the power of the first vice president.
2. To assist the president and first vice president in conducting the business and policies of the division.
3. To serve as chairman of the membership committee.
4. To perform such other duties as are prescribed by the board of directors.

SECRETARY-TREASURER: The duties of the secretary-treasurer shall be:

1. To generally do and perform the duties which usually pertain to his office, or as may be directed of him by the president and/or the board of directors.
2. To attend all meetings of the division, the annual convention of the international, and keep full minutes of the proceedings and actions thereat.
3. Report data on membership and dues from the New England division according to the international's guidelines.
4. To cause to be prepared and issued to the board of directors, and all others to whom it may be directed by the board of directors, a complete report of each annual meeting and such other reports as may be required from time to time.
5. To employ, with the consent of the board of directors, such assistance as deemed necessary to discharge the duties of his office.
6. To provide the board of directors with a written statement of income and disbursements since their last meeting, and current net worth of the division. He shall establish an agenda for each meeting of the board of directors.
7. To submit at each annual meeting of the division, a written statement of the work of his office for the preceding twelve months, and also submit a report of the financial condition of the division.

8. To collect all monies, dues and fees due to the division, and shall keep an active and correct record of all monies, dues and fees belonging to the division, and of all disbursements on behalf of the division, making all payments of account by division check.
9. To, with the approval of the board of directors, select a bank or banks, in which funds of the division shall be deposited subject to such safeguards as the board of directors may from time to time determine.
10. To incur expenses in the name of the division for the necessary expenses of the office.
11. To sign as such officer, on proper warrants, checks and papers executed on behalf of the division, as may be required by the board of directors.
12. Bonded as provided and in an amount as determined by the board of directors.
13. To be ex-officio of all committees with the power to vote.

DIRECTORS TO THE INTERNATIONAL:

The director to the IAFC shall represent the New England division at the meetings of the board of directors of the international, and shall carry out the directives and instructions of the board of directors of the New England division and/or its members.

EXPENSES:

No officer or member of the division shall incur any expense in the name of the division without the approval of the board of directors or of the division in the annual meeting assembled.

All officers at the expiration of his term of office shall deliver to their successors all monies, records and other property in his charge belonging to or held in trust for the division.

BOARD OF DIRECTORS:

Membership of the board of directors shall be president, first vice president, second vice president, secretary-treasurer, director to the international, the immediate past president and the state directors from each of the six (6) states of the division.

The duties of the board of directors shall be:

1. To hold meetings at such time and place as the president may designate.
2. To hold meetings called by the president upon the request of the majority of the members thereof.
3. To transact the business of the division when the division is not in meeting assembly.
4. To exercise jurisdiction and authority over all standing and special committees.
5. To construe the provisions of the constitution and by-laws.
6. To supervise and control all expenditures of the division.
7. To have authority to make a reasonable allowance for expenses incurred by the officers or its members in the transaction of business of the division.
8. To prepare a budget covering contemplated expenditures for each ensuing year, and the secretary-treasurer of the division shall be governed by such budget.
9. To have the receipts and disbursements of the division audited by a committee at least once a year.
10. To arrange for topics, papers, reports, order of business, approve conference arrangements and all other subjects or business to come before the annual meeting.
11. To have power and authority to levy a convention registration fee and collect from members an amount sufficient to defray expenses of the annual meeting.
12. To direct the secretary to publish to the membership such reports and papers as it deems of importance.
13. To have authority and power to elect a second vice president in the event of a vacancy occurring in the office of president and/or first vice president.

Article XV Rules of Order

1. **PRESIDING OFFICER**---The presiding officer shall preserve order and decorum and shall take no part in debates while presiding. All questions of order shall be decided subject to an appeal to the

conference and upon such appeal, the vote shall be taken without debate. The presiding officer may state reasons for the decision given and shall put the question as follows: "Shall the decision of the chair be sustained?" A two-thirds majority of those voting shall be necessary the reverse the decision of the chair.

2. DECORUM---Every member when speaking or offering a motion shall rise in place, state his name, give place of residence, and respectfully address the presiding officer and when finished speaking shall be seated at once. Comments shall be confined to the questions under debate and avoid all personal or indecorous language and if required, the member shall put the motion in writing.
3. PRECEDENCE---When two (2) or more members rise to speak at the same time, the presiding officer shall decide who is entitled to the floor.
4. CALL TO ORDER---A member called to order shall immediately cease speaking and be seated until the point or order in question has been decided, then may be entitled to the floor again.
5. PREVIOUS QUESTIONS---A motion to take the previous question shall always be in order except when a member is in possession of the floor and must be put without debate, and if supported by a majority of the members present and voting, shall be declared carried, and no further debate or amendments shall be in order until the main question shall have been decided.
6. ADJOURNMENT---A motion to adjourn shall always be in order, except when 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.
7. AMENDMENTS---The consideration of any proposed amendments to the constitution, by-laws or rules of order, of which notice has been given previous to the opening of the conference, shall be scheduled in the agenda of the conference by the president.

8. RULES OF ORDER---The rules contained in Roberts's Rules of Order, revised, shall govern the division in all cases to which they are applicable, except when they are inconsistent with the by-laws or such other rules of order.
9. PROHIBITED DISCUSSIONS---Discussion of religious or political matters will not be allowed at any meeting of the division.
10. ORDER OF BUSINESS---The order of business of the annual conference shall be determined by the board of directors prior to the first day of the annual conference, and in the event that the board of directors does not establish an order of business, then the order shall be as follows:

Memorial service (first day)
Roll Call
Adoption of minutes of the previous conference
Appointment of members to committees
Report of secretary/Treasurer
Report of the Board of Officers
Reading of Communications
Introduction of Resolutions
State Caucuses
Nomination of Officers (first day)
Reports of Standing Committees
Topics and contributed papers
Unfinished Business
New Business
Election of Officers (second day)
Consideration of Resolutions (final day)
Final Adjournment

Article XVI Removal of Officers

Any officer 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 and a determination made by the board of directors; provided further that the board of directors shall meet within 45 days of the date of filing of any charges made upon an officer to deliberate the issue, declare its findings and take necessary action.

Article XVII Pecuniary Gain

No part of the income of the corporation shall inure to the benefit of any director or officer of the corporation or to any private individual (except that reasonable compensation may be paid for services rendered to, or for, the corporation affecting one or more of its purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Article XVIII Limitations on Activities

No part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation or participating in, or intervening in, (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation which is exempt from federal taxation as an organization described in section 501(c)(3) of the internal revenue code of 1954, as amended, (hereinafter referred to as the "code" or any corresponding provisions of and subsequent federal tax laws or as a corporation, contributions to which are deductible under section 170 (2) of the code of any corresponding provisions of any subsequent federal tax laws. Furthermore, for those periods, if any, during which the corporation is a private distribute its' income for each taxable year at such time and in such manner by section 4942 of the code or corresponding provisions of any subsequent federal tax laws.

1. The corporation shall distribute its' income for each taxable year at such time and in such manner as not to become subject to the tax on

undistributed income imposed by section 4942 of the code or corresponding provisions of any subsequent federal tax laws.

2. The corporation shall not engage in any self-dealing as defined in section 4941 (d) of the code or corresponding provisions of any subsequent federal tax laws.
3. The corporation shall not retain excess business holdings as defined in section 4943© of the code or any corresponding provisions of any subsequent federal tax laws.
4. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the code or corresponding provisions of any subsequent federal tax laws.

The corporation shall not made any taxable expenditures as defined in section 4945(d) of the code or corresponding provisions of any subsequent federal tax laws.

Said corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making- of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under

section 170(c)(2) of the Internal Revenue Code (or corresponding, section of any future Federal tax code).

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

Article XIX Miscellaneous

1. SESSIONS---A session of this division shall mean any number of meetings which have taken place on the same day. Each day's meeting being considered as one session.
2. DISSOLUTION---In the event of the dissolution of this division, the board of directors shall donate all funds, monies and property then owned by the division to the International Association of Fire Chiefs.
3. OATH FOR THE INSTALLATION OF OFFICERS---The installation of officers shall take place at the annual meeting at a time to be determined by the board of directors with appropriate ceremonies and officers shall swear to the following oath of office:

“I (name) hereby swear that I will support the constitution and by-laws and at all times bear true allegiance to the goals and purposes of this division and the International Association of Fire Chiefs, Inc. I further swear to perform the duties and responsibilities of my office to the best of my ability, and at the end of my term of office I will deliver to my successor all records of said office. “So help me God.”

HISTORICAL NOTE---To change from three (3) year term to the two (2) year terms, the 1986 elections will be Vermont for two (2) years and Rhode Island for one (1) year. Starting in 1987 and each year thereafter, all selections and elections made to fill regularly expired terms shall be made annually at the regular meeting of the division and be for a two (2) year term. In the event of no recommendation from a state or a vacancy during a

state's term, the board of directors shall select and name such state director. Commencing in 1987, the rotation will be in off numbered years for Maine, Rhode Island and Connecticut, and in even numbered years for Massachusetts, Vermont and New Hampshire.

Order of Business

Invocation

Pledge to the flag

Minutes of the previous meeting

Communications

Reports of officers

- a. Secretary
- b. Treasurer
- c. Board of Directors
- d. IAFC Director

Reports of Committees

Unfinished business

New business

Article IV and VIII amended June 21, 2007

Article IV and XIX amended August 26, 2010, Chicago