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BYLAWS OF THE OREGON FIRE MARSHALS ASSOCIATION

The mission of the Oregon Fire Marshals Association (OFMA) is to support the fire service and its stakeholders by providing education and forums for discussion, addressing current fire and life safety issues, and assisting in targeted efforts to fulfill our vision.

Vision: Reduce risk, save lives, prevent loss.

Article I Name

Section 1.01 The name of the Association shall be the Oregon Fire Marshals Association Incorporated, hereafter known as OFMA or the Association.

Section 1.02 The OFMA shall have an official logo, which shall bear the full name of the organization somewhere upon it.

- (A) When a logo or insignia is used by OFMA in official capacity, it shall be the official logo.
- (B) OFMA members may design alternate logos for marketing purposes.
- (C) The OFMA board must approve any proposed logo for the Association.
- (D) A new logo shall be ratified by a majority vote of the membership eligible and participating in the vote. Proposed amendments to the bylaws under this section may be submitted to the membership for approval per Article X at any time during the year.

Article II Strategic Plan

Section 2.01 The OFMA Board shall review the Strategic Plan for the Association each year as outlined below:

- (A) Review and development of the Strategic Plan shall be prioritized at a Strategic Planning meeting. Prior to the Strategic Planning Meeting, the Board shall seek direction and input from the membership. Additional review, development, and revisions may occur throughout the year as outlined below.
- (B) Review of the Strategic Plan shall include, at a minimum, review of: The Mission and Vision Statements; goals, objectives, desired outcomes, deadlines, etc.; and review of the Strategic Plan based on the direction and input received from the membership.
- (C) The board of directors shall submit any revisions to the membership for approval. Proposed amendments to the bylaws under this section may be submitted to the membership for approval

per Article X at any time during the year.

Article III Membership

Section 3.01 Membership in the OFMA shall be:

- (A) Active Membership** is any Member of a regularly organized public or governmental fire department or agency, who is actively engaged in the prevention of fire. Active Members shall pay annual dues as established by the Association.
- (B) Associate Membership** is any individual interested in the goals and objectives of the OFMA who does not qualify as an Active or Life Member. Associate Members shall be entitled to participate in the Association, except that they are not eligible to hold an elective office or have voting privileges. Associate Members shall pay annual dues as established by the Association.
- (C) Life Membership** shall be conferred upon Active Members that have rendered distinctive service to the Association as outlined below. A Life Member shall have all privileges and benefits of an Active Member. Life Members shall not be required to pay annual dues after their retirement from the Fire Service.
 - (1)** Life Membership shall be conferred upon Active Members who:
 - (i)** Are, or have been, an Active Member of OFMA in good standing for at least ten (10) years; and
 - (ii)** Have participated on committees or activities for a minimum of five (5) years; and
- (D)** Have been determined to be eligible for Life Membership as set forth above and have been approved for nomination by the Board of Directors. **Honorary Life Membership** may be conferred upon any person who has rendered outstanding ~~service~~ contribution to the Vision and Mission of the Association. Any member of the Association may submit a proposal for Honorary Life Membership to the Board of Directors for review. The Board shall submit proposals to the membership for approval by majority vote of members eligible and participating in the vote. Honorary Life Members shall be entitled to participate fully in the affairs of the Association except that they are not eligible to hold an elective office or have voting privileges. Honorary Life Members shall not pay annual dues.
- (E) Corporate Membership** is any individual employed by or representing firms and / or businesses interested in the mission and vision of the Association who do not qualify as Active, Life, or Associate Members. Corporate Members shall be entitled to participate in the Association, except that they are not eligible to hold an elective office or have voting privileges. Corporate Members shall pay annual dues as established by the Association.
- (F) Student Membership** are any person(s) currently registered and attending a college with a major in Fire Prevention, Fire Science, or Building Codes. Student Members shall be entitled to participate in the Association, except that they are not eligible to hold an elective office or have voting privileges. Student Members shall pay dues as established by the Association.

Section 3.02 The Board may vote to disqualify any member for legal or ethical reasons.

Article IV

Dues and Financials

Section 4.01 Membership dues of the OFMA shall be proposed by the Board of Directors and be ratified by a two-thirds (2/3rds) majority vote of members eligible and participating in the vote. Proposed amendments to the bylaws under this section may be submitted to the membership for approval per Article X at any time during the year.

Section 4.02 The dues of the Association shall be due and payable to meet requirements as established by the Association and will be collected by staff. Staff will maintain a list of all members in good standing.

Section 4.03 The dues year shall correspond with the Association's fiscal year and be payable on or before the first day of the budget year.

Section 4.04 Members in arrears of dues shall be ineligible to vote.

Section 4.05 The OFMA Board of Directors shall annually approve a budget for the next fiscal year, including all anticipated income and expenditures. Adjustments to the budget may be approved at or following the strategic planning meeting.

Section 4.06 The President of OFMA shall cause the creation of an annual budget report and all financial reports to be reviewed by the Budget Review Committee.

Section 4.07 The OFMA Board of Directors may waive annual dues for Associate Members who are in good standing with similar organizations in the state. The Board may also waive or prorate dues for unique situations, including undue hardships.

Article V

Officers

Section 5.01 Elected Officers:

- (A)** The elected officers of the Association shall consist of a President, 1st Vice President, 2nd Vice President, and four (4) Directors.
- (B)** The membership shall annually elect a 2nd Vice President. This term of service shall be for four (4) years. The elected member shall serve year one as the 2nd Vice President, year two as the 1st Vice President, year three as the President, and year four as the Past President.
- (C)** The four (4) Directors shall be Active Members in good standing of the Association, two (2) each elected at large at the Annual Meeting on alternating years, and have a term of office for two (2) years.
- (D)** All the elected officers of the OFMA shall be active members of the Association in good standing.
- (E)** No more than two members from any department, district or agency may hold an office with the OFMA at the same time.

- (F) In addition to the previously listed conditions of eligibility to hold an elected office, all Officers and Directors shall present a written statement (OFMA Board Position Letter of Support), from the Chief Executive Officer of the candidate's Municipality, District or Agency, which authorizes him / her to hold an office in the Association, to the Board, within a timeline specified in policy. Any vacancies or resignations created as a result of this section shall be filled per Section 5.04.

Section 5.02 Board of Directors

- (A) There shall be a Board of Directors consisting of the President, 1st Vice President, 2nd Vice President, the immediate Past President, and four (4) Association Directors elected by majority vote of members eligible and participating in the vote-
- (B) A representative of the Oregon Office of the State Fire Marshal may serve as an Ex-Officio, non-voting member of the Board of Directors.
- (C) Board members are expected to attend all scheduled OFMA meetings, liaison assignments, and major OFMA-sponsored events.
- (D) During the length of their appointment, Board members may receive the following benefits for their service to OFMA:
 - (1) Upon request from a board member, lodging, meals, registration fees and any materials or services included within the registration for all major OFMA educationally sponsored events may be paid for by the Association. In an effort to encourage participation and representation from around the state, the board is encouraged to approve these requests from individuals representing agencies with limited resources and/or travel restrictions.
 - (2) Other business-related expenses as approved by the Board.
- (E) The Board may, upon a three-quarters (3/4) majority vote, dismiss a Board member for:
 - (1) Failure to perform duties; or
 - (2) Moral or ethical conduct that could bring discredit to the association; or
 - (3) Any other reason not listed above that could bring discredit to the association.

Section 5.03 Nominations and Elections

- (A) Elections shall be conducted in accordance with the Elections Policy. Officers shall serve the designated term of office, or until their successors are elected.
 - (1) Term of office shall begin on July 1st and end on June 30th the following year.
- (B) Candidates for elective office shall be nominated from the floor by a member in good standing with the Association.
 - (1) The Board of Directors as a body shall refrain from endorsing or opposing the nomination of any candidates for an elective office. The board of directors may solicit and encourage candidates to run for the board.
- (C) Officers shall be eligible for re-election.
- (D) Following the elections, a list of remaining candidates shall be developed and maintained for the purpose of filling vacancies in accordance with Section 5.04. The list shall include the name of the individual, the position or positions they were nominated for, and shall be listed in descending order based on the number of votes received with the individual receiving the most votes listed at the top.

Section 5.04 Vacancies and Resignations:

- (A)** In the event of a vacancy occurring in any elected office of the Association, including from resignations, such vacancies shall be filled as soon as possible as follows:
- (1)** A vacancy in the office of President shall be filled by the 1st Vice President, who shall serve the remainder of the unexpired term and the next full term of the President. The resulting vacancy at 1st Vice President shall be filled as indicated below.
 - i)** The current Past President may continue to serve for the next full term as Past President to fill the vacancy that would be created at the next term cycle, or may resign.
 - (2)** A vacancy in the office of 1st Vice President shall be filled by the 2nd Vice President, who shall serve the remainder of the unexpired term and the next full term of 1st Vice President. The resulting vacancy at 2nd Vice President shall be filled as indicated below.
 - i)** The President may continue to serve for the next full term, or may fill the vacancy at Past President. If the President continues to serve as President, the Past President may continue to serve for the next full term as Past President, or may resign.
 - (3)** The office of 2nd Vice President or the position of Director shall be filled by nomination of the President and approval of the Board of Directors. The appointee shall hold office only until the next election, at which time he or she must step down or stand for re-election. The president and the board shall give priority consideration to candidates from the previous election.
 - (4)** The office of the Past President shall be filled by nomination of the President, and approval of the Board of Directors. The Board of Directors shall give priority consideration appointees as follows: recent Past Presidents, recent Officers, recent Directors, Active or Life Members in good standing.
 - (5)** If elections are not held due to unforeseen circumstances, the board members may continue to serve in their positions and offices until the next election.
- (B)** Subject to Board approval, any person who ceases to meet the qualifications of an active member may continue to serve the remainder of the elected term of office.

Article VI

Duties of Officers

Section 6.01 Duties of the officers shall be defined in the OFMA policy and procedures and shall be reviewed by the board as needed.

- (A)** The President, or their designee, shall preside at all sessions of the OFMA and at all other functions pertaining to his / her office. The President shall ensure that the Association employs a Business Manager to administer the association's business affairs and shall appoint one (1) of the four (4) Directors to the position of Finance Liaison.
- (B)** It shall be the duty of the 1st Vice President to perform all the duties of the President during the absence of the President or inability of the President to perform their duties.
- (C)** The 2nd Vice President, in the absence of the President and 1st Vice President or inability of both to perform their duties, shall assume the duties and responsibilities of the President. In addition,

the 2nd Vice President shall assure that a full and accurate record of the proceedings of all Association functions is captured and made available for review and distribution.

- (D)** The Financial Liaison shall work with the Association's Business Manager at the direction of the President and shall assist the Executive Board to appropriately manage Association funds and perform the following duties:
- (1)** Direct business office staff to submit a financial statement of the receipts and disbursements at all regular meetings or events.
 - (2)** Monitor the expenditure of funds for the normal OFMA operations as provided for in the budget, up to maximum amounts established by policy, of the Board of Directors.
 - (3)** Chair the Budget Review Committee, and ensure the Committee is provided with all documents and reports necessary to complete the annual budget review.
 - (4)** Shall deliver to the successor any monies, books and papers, with all vouchers and other property, belonging to or held in trust for the OFMA, at the end of the term of his / her appointment.

Article VII Meetings

Section 7.01 The Annual Meeting shall be held each calendar year at a time and place to be determined by the Board of Directors.

Section 7.02 Additional meetings shall be held at the call of the Board of Directors.

Section 7.03 The Board of Directors shall meet as needed, but no less than quarterly, to conduct Business of the Association. Meetings may be cancelled and the frequency of meetings may be adjusted with approval of the board of directors.

Section 7.04 Meetings, including the Annual Business Meeting, may be in format approved by the board, including in-person, virtual or hybrid.

Section 7.05 Twenty-five (25) Active and Life members in good standing of the Association shall constitute a quorum for conducting business at the Annual Business Meeting or Technical Education Conference.

Section 7.06 Five (5) members present and voting shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.

Article VIII Committees

Section 8.01 All regular committee chairpersons shall be appointed by the President with the approval of the Board of Directors. A list of active committees shall be maintained in the monthly minutes and a report issued on behalf of the committee at each regular board meeting.

Section 8.02 Special or ad-hoc committees may be appointed by the President.

Section 8.03 All committee recommendations shall be presented to the Board of Directors by the chairperson of the committee and shall be voted on by the Board of Directors.

Article IX Chapters

Section 9.01 A provision for chapters of the OFMA is established for detailed activity in special Fire Service related fields.

- (A) All activities of these chapters shall be under the jurisdiction of, and responsible to, the OFMA. These chapters shall meet periodically for the purpose of furthering activities of their respective fields. Reports, recommendations, and requests shall be made to the Board of Directors of the OFMA.
- (B) The Constitution and Bylaws, and the goals and procedures of these chapters shall be consistent with the purpose and constitution of the OFMA.
- (C) All chapter sponsored programs are expected to be self-supporting and shall be reviewed by the Board of Directors of OFMA. An accounting of all expenses, accounts receivable, and all surplus funds from such programs shall be submitted to the President of OFMA within ninety (90) days of the completion of the function. Receipts for all disbursements of program funds shall be kept of all transactions. All checks shall be signed by two officers of the chapter. Payment of expenditures for chapter sponsored programs shall be guaranteed by the OFMA provided such programs and budgets have had prior approval of the OFMA Board of Directors.

Article X Amendments

Section 10.1 Amendments to the Bylaws of the OFMA shall require a vote of the Members participating at the Annual Business Meeting or Technical Education Conference, unless specifically noted otherwise.

- (A) No proposition to amend shall be acted upon unless written notice thereof has been given to all Members of record at least thirty (30) days prior to the actual vote.
- (B) Further amendments to written proposals may be acted upon at the Annual Business Meeting, and may be approved with support from two-thirds (2/3) of members with voting privileges.
- (C) A proposition to amend the Bylaws may be presented at the Annual Business meeting or the Technical Education Conference.
- (D) Approval of a proposed amendment to the Bylaws shall require participation by a minimum of 25 members with voting privileges, and support from two-thirds (2/3) of the members participating in the vote.

Section 10.2 Nothing contained in the preceding section shall prevent the Association, regularly assembled at its Annual Meeting, from amending any part of the Bylaws upon a four-fifths (4/5) vote of the members present and entitled to vote.

Section 10.3 All approved amendments shall become effective at the conclusion of the Annual Meeting,

unless another effective date is specified.

Article XI Rules of Order

Section 11.01 The rules of parliamentary procedure, as laid down in Roberts Rules of Order Revised, shall govern all meetings of the Association.

- (A) A Parliamentarian with good standing in the OFMA shall be appointed by the President, or their designee.
- (B) The Parliamentarian shall possess a good understanding of the parliamentary process and Roberts Rules of Order Revised, as well as the OFMA Bylaws and the OFMA Policies and Procedures.

Article XII Policies and Procedures

Section 12.01 To provide uniform and consistent application of Bylaws, the Board of Directors shall develop and adopt policies clearly describing the methods and procedures.

Section 12.02 The Board of Directors of the OFMA and committee chairpersons shall be provided copies of policies within ninety (90) days of adoption.

Section 12.03 The Board of Directors shall review all policies annually.

Section 12.04 The policies and procedures shall be posted for member review in a manner approved by the Board.

Article XIII International Fire Marshals Association (IFMA)

Section 13.01 The OFMA has established itself as a Chapter of the IFMA, a membership section of the National Fire Protection Association (NFPA).

Section 13.02 When the OFMA conducts business related to IFMA, they shall comply with and adhere to all applicable requirements and restrictions of the Constitution and Bylaws of the IFMA, as such pertain to chapters thereof. This shall include, without being limited to, those requirements set forth in Article 7 of the Bylaws of the IFMA or any successor article thereto.

Section 13.03 The OFMA will hold harmless and indemnify the NFPA and / or the IFMA from and against any and all suits, damages, loss, costs, or other liabilities which may threaten or accrue to the IFMA or the NFPA as a result of the acts or activities or failure to act by the OFMA.

Section 13.04 Refer to www.NFPA.org, Membership, Membership Sections, International Fire Marshals Association for the Constitution and Bylaws of IFMA.

Article XIV

International Code Council (ICC)

Section 14.01 The OFMA has established itself as a Chapter of the ICC.

Section 14.02 Code of Ethics

- (A) The chapter's highest priority shall be the welfare of the public in the built environment.
- (B) Chapters shall demonstrate integrity, honesty, fairness, and transparency in all transactions.
- (C) Chapters shall encourage their members to improve in their areas of expertise and enhance their professional competency.
- (D) Chapters shall conscientiously avoid all circumstances that could compromise chapter integrity.

Section 14.03 Chapters shall submit a report annually to ICC.

Section 14.04 Conflicting Activities:

- (A) Chapter activities shall not conflict with the purpose and principles of the ICC.
- (B) Chapters shall not accept contributions that are conditional upon support or opposition of any business placed before the ICC.
- (C) Chapters shall not facilitate the acquisition of governmental member representative voting designation for individuals who are not governmental employees or public officials actively engaged either in the administration, formulation or enforcement of laws, ordinances, rules or regulations directly relating to the built environment.
- (D) Chapters which are found to violate this council policy are subject to penalty as determined by the Board of Directors of the ICC.

Section 14.05 When the OFMA conducts business related to ICC, they shall comply with and adhere to all applicable requirements and restrictions of the Bylaws of the OFMA.

Article XV

Dissolution Procedures

Section 15.01 Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (4) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Revenue Law), or shall be distributed to the Federal Government or to a State or Local Government for a public purpose. Any such assets not so disposed shall be disposed of by the Circuit Court of the County in which the principle office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated for such purposes.