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BYLAWS OF THE OREGON FIRE MARSHALS ASSOCIATION

The mission of the Oregon Fire Marshals Association is to provide support and coordination for education, engineering, and enforcement related to fire prevention and safety for the State of Oregon.

The vision of the Oregon Fire Marshals Association is to support the fire service by providing education, forums for discussion and information, and identifying current fire and life safety issues, as well as, assisting in targeted campaigns in order to make our state safe.

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) The new logo shall be ratified by a majority vote by the members in attendance at the Annual Business Meeting.

Article II Goals

Section 2.01 OFMA Board shall seek direction from the membership on the goals and objectives throughout the year. OFMA Board shall review and develop goals and objectives during an Annual Strategic Planning Meeting and submit the goals and objectives to the membership.

Section 2.02 OFMA Board shall receive direction from the membership on the vision and mission statement throughout the year. OFMA Board shall review and develop vision and mission statements during the Annual Strategic Planning Meeting and submit the vision and mission statements to the membership.

Article III Membership

Section 3.01 Membership in the OFMA shall be:

- (A) **Active Member** 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 Member** 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 Members** shall include Active Members who:
 - (1) Is or has been an active member of OFMA in good standing for at least ten (10) years.
 - (2) The individual must have rendered distinctive service to the organization through participation on committees or activities for a minimum of five (5) years.
 - (3) After having become eligible for Life Membership as set forth above, the President and / or members' represented agency shall provide the Board of Directors with the names of those eligible for Life Membership at least (60) days prior to the Annual Meeting. Life membership approved by the Board of Directors shall be conferred upon the individual(s) at the Annual Meeting.
 - (4) 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.
- (D) **Honorary Life Membership** may be conferred upon any person who has rendered outstanding service to the Association, its aims and purposes 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 Meeting. Honorary Life Members shall be entitled to participate fully in the affairs of the Association except for: holding elective office, serving on the Board of Directors, and voting privileges. Honorary Life Members shall not pay annual dues. Proposals for Honorary Life Membership shall be submitted to the Board of Directors at least sixty (60) days prior to the Annual Meeting. The Board may vote to disqualify membership for legal or ethical reasons.
- (E) **Corporate Members** are firms and / or businesses interested in the goals and objectives 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 Members** 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 elective office or have voting privileges. Student Members shall pay dues as established by the Association.

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 of those Active and Life Members present at the Annual Meeting of the Association. Any proposed dues change shall be submitted in writing to the membership at least thirty (30) days prior to the Annual Meeting.

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. Any member in arrears ninety (90) calendar days shall, after due notice of such arrears, be removed from the membership roll by the Membership Committee.

Section 4.05 The OFMA Board of Directors shall annually approve a budget for the next fiscal year for review by the membership, including all anticipated income and expenditures.

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.

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. Members seeking election to the office of 2nd Vice President are desired to have previously served at least one (1) year as a Director.
- (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 candidates

must present to the Sergeant at Arms 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.

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 secret ballot from the Active or Life membership of the OFMA.
- (B) The Oregon State Fire Marshal shall serve as an Ex-Officio, non-voting member of the Board of Directors.
- (C) Board members shall attend all scheduled OFMA meetings, liaison assignments, and major OFMA-sponsored events.
 - (1) Two or more unexcused absences within any fiscal year may result in removal from the Board.
 - (2) Failure to perform duties as a Board Member may result in removal from the Board.
 - (3) The Board may, upon a unanimous vote, dismiss a member for moral or ethical conduct that could bring discredit to the association.
- (D) Board members shall receive the following as benefits for their service to OFMA:
 - (1) The benefit shall include only registration fees and any materials or services included within the registration for all major OFMA educationally sponsored events.
 - (2) Other business-related expenses as approved by the Board.
 - (3) These benefits shall be provided only to the official board members during the length of their appointment.

Section 5.03 Nominations and Elections

- (A) Elections shall be held by secret ballot at the OFMA Annual Meeting. 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.
- (C) Officers shall be eligible for re-election.
- (D) Elections will be conducted in the following manner:
 - (1) The nominations for the 2nd Vice President, the two (2) expiring Director positions and all vacancies shall be held during the first scheduled meeting.
 - (1) The election shall be held during the second scheduled meeting and completed before the banquet.
 - (2) For any office for which there is only one nomination, the presiding officer shall call for a motion for a unanimous ballot to be cast for that nominee and declare that nominee elected.
 - (3) Elections shall not be delayed.

Section 5.04 Vacancies and Resignations:

- (A) In the event of a vacancy occurring in any elected office of the Association, such vacancies shall be filled as follows:
- (1) If a vacancy occurs in the position of President, the 1st Vice President would move up to President and the 2nd Vice President would move up to 1st Vice President.
 - i) The resulting vacancy at 2nd Vice President shall be filled from the list of 2nd Vice President Candidates remaining from the most recent election. The top candidate on the list will have the first right-of-refusal for the position. Each candidate will be asked in descending order until the position is filled.
 - ii) If no list exists or none of the eligible individuals accept the position, the Board of Directors shall appoint one of the four (4) Directors by secret ballot.
 - (2) If a vacancy occurs in the position of 1st Vice President, the 2nd Vice President would move up to 1st Vice President. The resulting vacancy at 2nd Vice President shall be filled as stated in Section 5.04(A)(1)(i) and (ii).
 - (3) If a vacancy occurs in the position of 2nd Vice President, the resulting vacancy shall be filled as stated in Section 5.04(A)(1)(i) and (ii).
 - (4) If a vacancy occurs in any of the four (4) Director positions, it shall be filled as follows:
 - i) The vacancy shall be filled from the list of Director Candidates remaining from the most recent election. The top candidate on the list shall have first right-of-refusal for the position. Each candidate will be asked in descending order until the position is filled.
 - ii) If no list exists or none of the eligible individuals accept the position, the Board of Directors shall appoint a qualified member to serve until the next regular election, at which point a regular election shall be held to fill the vacancy through the remainder of the term.
 - (4) If a vacancy occurs in the Past President position, such vacancy shall be filled by a former President of the Association. The position shall be made available, in descending order, to former presidents.
- (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 periodically at the strategic planning meeting.

- (A) The President 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) Coordinate with the Budget Review Committee by ensuring it 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 on a date prior to May 31 of each calendar year. This date is to be determined by the Board of Directors.

Section 7.02 Additional meetings shall be held at the call of the Board of Directors with at least thirty (30) days' notice to the membership.

Section 7.03 The Board of Directors shall meet monthly to conduct Business of the Association.

Section 7.04 Emergency Board meetings may be called at the discretion of the President. Teleconference calls or electronic meetings may be used for emergency meetings.

Section 7.05 Twenty-five (25) Active, Life, or Retired Members in good standing of the Association shall constitute a quorum for conducting business at the Annual Meeting. 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 be made only by a two-thirds vote of the Members present at the Annual Meeting.

- (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 amendment to written proposals may be acted upon, and approved by the membership, at the Annual Meeting.

Section 10.2 Nothing contained in the preceding section shall prevent the Association, regularly assembled at its Annual Meeting, from revising any part of the Bylaws upon a four-fifths (4/5) vote of the members present and entitled to vote, provided, however, that notice of any such action shall be given in writing and printed copies made available to all Active and Life Members present and an e-mail notice is sent to all Active and Life Members, at least forty-eight (48) hours prior to the time when such proposed amendment or revision shall be read in open conference when first presented.

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 thirty (30 days) prior to any meeting of the Association.
- (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.