



National Association of State Fire Marshals

BYLAWS

ARTICLE I

Name and Offices

The name of this organization shall be: NATIONAL ASSOCIATION OF STATE FIRE MARSHALS, INC. The Association shall have such offices as the Board of Directors may from time to time determine.

The Board of Directors shall determine at this election only which term (1 year, 2 years, 3 years) the elected officer will serve. Each officer shall take office upon election and shall serve until the election of his successor.

ARTICLE II

Purpose

The purpose of the Association shall include: to act for the mutual benefit of state officials engaged primarily in fire prevention and safety from fire, which includes but is not limited to fire/arson, arson investigation, fire inspection, fire data collection, fire service training, public fire safety education, hazardous materials and incident response and inspections, explosions and explosives investigations and inspections; to promote fire protection programs and activities between the various states and territories, the federal and state government, the fire service, code and standards bodies, private groups and others; to discuss, develop, sponsor and promote legislation, programs, publications and activities which will enhance fire prevention and safety from fire; to undertake such programs, activities and services as are lawful and in furtherance of these purposes.

ARTICLE III

Members

SECTION 1. REGULAR MEMBERS. Regular voting membership in the Association is available to any individual who holds the Office of State Fire Marshal (or an equivalent designation) for any State, the District of Columbia, or United States Territory with statutory responsibility for fire prevention and safety from fire in the State through the enforcement of laws or regulations, investigation of fires, inspections, training, education or otherwise. In addition, each regular member may designate an individual or individuals employed by the fire marshal to participate in meetings, activities and programs of the Association. Regular members shall also include executive officers of each State Fire Marshal's office.

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SECTION 2. EX OFFICIO, HONORARY MEMBER AND ADVOCATE MEMBER.

The United States Fire Administrator shall be a non-voting member of this Association. Honorary members shall be authorized and approved by the regular membership. If a support group of individuals is allowed by the Board of Directors as paying members of the National Association of State Fire Marshals, the Board of Directors shall set the fee of the support group or individual. The privileges of a support group or individual shall be defined by the Board of Directors prior to acceptance of any support group or individuals with a copy of such stated privileges sent to each member.

SECTION 3. NON-VOTING MEMBERS.

Non-voting membership is available to retired and/or former members who wish to retain their membership in the Association.

SECTION 4. APPLICATIONS.

A. Applications for Membership.

All applicants for membership must complete and sign the application form provided by the Association, submit the application to the Association at its office and comply with any applicable eligibility review procedures.

B. Admission of Members.

The Board of Directors determines eligibility for membership in accordance with the bylaws. Admission to membership shall be by majority vote of the Board of Directors.

C. Resignation.

Any member may resign at any time from the Association by written notice to the Board of Directors; provided, however, that resignation shall not relieve a member from liability for dues and assessments accrued and unpaid as of the date of resignation.

D. Expulsion.

Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or to cease meeting the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board of Directors. Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

E. Annual Meetings.

There shall be an annual meeting of the members at the time and place designated by the Board of Directors for the transaction of business, reporting on Association activities to the membership and election of the Board of Directors. Those entitled to vote at such meeting shall include regular

members present or by proxy. Proxy designation shall be a form provided by the Board of Directors. Such persons shall constitute a quorum for the transaction of business and unless otherwise required by statute a majority vote of such quorum shall be sufficient to transact any business at such meeting. Each State shall be entitled to one vote. Special meetings of the members may be called by the Board of Directors and shall be called by the secretary at the request of at least twenty-five percent of the members.

ARTICLE IV **Board of Directors**

SECTION 1. AUTHORITY. The Board of Directors shall have supervision, control and direction of the affairs of the Association.

SECTION 2. COMPOSITION. The Board of Directors shall consist of seven voting members which shall include the President, Vice President, Secretary/Treasurer and four other members elected by the general membership. In addition, the immediate past president if a regular member as defined in Article III, Section 1, may serve as a nonvoting member of the Board. The election of the members of the initial Board of Directors shall be made by the incorporators. Thereafter, the election of the members to the Board of Directors shall be made at the time of the annual meeting and shall be for annual terms not to exceed two years. The election of members to the Board of Directors shall be staggered as set by the Board. To be eligible for election to the Board the individual must be a voting member. Service as an officer of the Association or as a member of the Board of Directors is limited to the State Fire Marshal (or equivalent designation) only.

SECTION 3. MEETINGS. The Board of Directors shall have a meeting at the time of the annual meeting and at other times upon the call of the President at such times and places as he designates. The Board of Directors shall also be called to meet upon the request of a majority of the members of the Board of Directors.

SECTION 4. QUORUM. A majority of the members of the Board of Directors shall constitute a quorum, and the vote of at least a majority of those present shall constitute action by the Board of Directors except as otherwise may be required by law.

SECTION 5. RESIGNATION. A Director may resign at any time by giving written notice to the President.

SECTION 6. EXPULSION. A Director or Officer may be removed from office at any time for good cause by a vote of at least two-thirds of the Directors then in office.

SECTION 7. VACANCIES. Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by action of the remaining members of the Board of Directors who may appoint a successor Director who shall serve out the unexpired term.

ARTICLE V **Officers**

SECTION 1. OFFICERS. The officers of the Association shall be a president, a vice president, and a secretary-treasurer.

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SECTION 2. TERM OF OFFICE. Each officer shall be elected to a two-year term beginning in 1998 by and from the general membership at the Association's regular meeting. The President of the Association may only serve in that capacity for two consecutive two-year terms for a total of four years.

SECTION 3. VACANCIES. Vacancies in any elective office may be filled for the balance of the term thereof by the Directors at a regular or special meeting.

SECTION 4. PRESIDENT. The president shall be the principal officer and shall preside at meetings of the Association and of the Board of Directors, and shall be a member ex officio of all committees. He shall also, at the annual meeting of the Association and at such other times as he shall deem proper, communicate to the Association or the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office or as may be prescribed by the Board of Directors.

SECTION 5. VICE-PRESIDENT. The vice-president is empowered to perform the duties of the president, in the event of his temporary disability or absence from meetings and shall have such other duties as the president or the Board may assign.

SECTION 6. SECRETARY-TREASURER. The secretary-treasurer shall perform the duties in accordance with the duties and responsibilities usually incumbent upon the office.

ARTICLE VI **Committees**

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the officers of the Association. A majority of the members of the Executive Committee shall constitute a quorum. Policy decisions shall be made by the Board of Directors and recommendations should be made by the Executive Committee to the Board of Directors for approval. During the intervals between the meetings of the Directors, the Executive Committee shall have, and may exercise, all the powers of the Directors in the management of the business and affairs of the Association, in all cases in which specific direction shall not have been given by the Board of Directors.

SECTION 2. STANDING COMMITTEE. Such standing, special or subcommittees as may be required by the bylaws or as may be necessary shall be appointed from time to time by the president and approved by the Board of Directors.

SECTION 3. FINANCE COMMITTEE. The finance committee shall consist of the members of the Board of Directors. The vice-president shall serve as chairman of the finance committee. The committee shall prepare an annual budget. The committee may perform such other duties in connection with the finances of the Association as the Board may determine from time to time.

SECTION 4. NOMINATING COMMITTEES. The President shall appoint a nominating committee of two (2) members of the Board of Directors and three (3) members from the voting membership to nominate candidates for election to the Board of Directors. The slate of nominees shall be presented for election by the chairman of the nominating committee at the annual meeting of members of the Association entitled to vote.

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ARTICLE VII
Administration

SECTION 1. Board of Directors may appoint an Administrator. The Administrator is not required to be a member of the Association and will be compensated for his or her services by the Association in such a manner and in such amounts as the Board of Directors may determine.

SECTION 2. The Administrator shall be responsible for the conduct, control and direction of the headquarters of the Association, performing duties as may be assigned by the Board of Directors and shall report to them. The Administrator shall receive all monies paid or payable to the Association including membership dues and assessments and shall deposit the monies of the Association in such bank accounts, and may make disbursements therefrom for Association purposes, as may be authorized by the Board of Directors.

SECTION 3. A report of the financial statements and the receipts and disbursements of the Association shall be prepared annually by a certified public accountant engaged by the Board of Directors at the expense of the Association. The Administrator shall furnish a Surety Bond, satisfactory to the Board of Directors, conditioned upon the faithful discharge of his/her duties. The cost of the bond shall be an expense of the Association.

SECTION 4. All books, documents and papers of the Association shall be in the care, custody and control of the Administrator.

ARTICLE VIII
Dues, Assessments and Contributions

Annual dues shall be established by the regular membership from time to time. At the time of establishment of the bylaws dues were set at the rate of \$100.00 per regular member. Special assessments necessary to carry out the purpose of the Association shall be approved by the regular membership. Notice of any intent to change the annual dues or assessments shall be sent to the regular members in advance of the meeting. The Board of Directors may request or accept contributions for all lawful purposes.

ARTICLE IX
Informal Action by Members or Directors

Directors and committee members may conduct business through the use of a conference telephone or other communications equipment by means of which all persons participating can communicate with each other.

ARTICLE X
Notice of Meetings and Waiver

The President shall send or cause to be sent written notice of all meetings of the Association within a reasonable time in advance of the meeting to the members entitled to attend such meeting. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be

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deemed equivalent to the giving of such notice. Attendance at any meeting by a person shall constitute a waiver of notice, except where attendance is solely to object to a lack of notice of the meeting.

ARTICLE XI
Fiscal Year

The fiscal year shall commence on the first day of October and shall end on the last day of September.

ARTICLE XII
Dissolution

No part of the assets, income, profits or net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. Upon the dissolution or final liquidation of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association for an exempt purpose or purposes in such manner as the Board of Directors may determine.

ARTICLE XIII
Indemnity

The Association shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XIV
Amendments

These bylaws may be adopted, amended, repealed, or altered, in whole or in part by majority vote of the regular membership at the annual meeting, provided written notice of such proposed alteration, amendment, or repeal shall have been sent to the members of the Association at least thirty (30) days prior to the date of the meeting. Amendments, repeals or alterations shall be considered and enacted without the required prior notification in writing when at least three-fifths of the regular members present at the annual meeting, or at least three-fifths of the regular members reply to a mail ballot, in favor of such amendment.