

CONSTITUTION AND BY-LAWS

FIRE MARSHALS' ASSOCIATION OF

MISSOURI

2009 Edition

ARTICLE I - NAME AND OBJECTIVE

Section 1. Name- This organization shall be known as the Fire Marshals' Association of Missouri and is hereinafter referred to as the **Association**.

Section 2. Objective- The objective of this **Association** is to provide for all those who live, work or play in the State of Missouri an environment free, as possible, from the dangers of fire or related injuries, as well as to provide a forum for discussing and solving mutual fire safety problems, to improve inspection and investigation practices, to generate favorable public support for fire safety issues, to help develop and support statewide codes and standards, and to educate the public on fire safety and accident prevention topics.

Section 3. Dissolution- "Upon the dissolution of this organization, assets shall be distributed for one or more exempt purpose 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 II-OFFICERS

Section 1. The Officers of this **Association** shall consist of a President, Vice President, and Secretary/Treasurer (elected from the Active Members roster) and the Immediate Past President.

PRESIDENT

Section 2. The President shall be the chief executive officer of this **Association** and shall preside at the Annual Business meeting and at the regular scheduled Board meetings to ensure compliance with all regulations relating to the administration of the **Association**.

Section 3. The President shall appoint all standing and special committees.

Section 4. The President, at the Annual Business meeting and at such times he deems proper, shall communicate matters to the membership or to the

Board of Directors, as may in his opinion tend to promote the welfare and increase the usefulness of the Association.

Section 5. The President shall perform such other duties as are necessary incident to the office of the president or as may be prescribed by the Board of Director.

VICE-PRESIDENT

Section 6. In the absence of the President, the Vice-President shall have all the powers and prerogatives of the President.

Section 7. The Vice-President shall be a regular member of the Board of Directors.

Section 8. The Vice-President shall have such additional duties as are prescribed by the Board of Directors or these Bylaws.

SECRETARY/TREASURER

Section 9. It shall be the duty of the Secretary/Treasurer to record and keep a book of the proceedings of all meetings of the **Association** and Board and shall distribute summary minutes with the names of those in attendance of all regular and special meetings of the **Association** to all members of good standing.

Section 10. The Secretary/Treasurer shall conduct such correspondence and shall issue notices of meetings as may be required or directed by the President or Board.

Section 11. The Secretary/Treasurer shall publish periodically and distribute to members bulletins containing item of professional interest and value and recording significant developments in the affairs of the **Association** and its members.

Section 12. The Secretary/Treasurer shall keep a register of the members of the **Association** showing names and addresses. A membership list shall be forwarded to all members of the **Association** annually.

Section 13. The Secretary/Treasurer shall have additional powers and perform such duties as may be prescribed by the Board of Directors or the Bylaws.

Section 14. The Secretary/Treasurer shall be a regular member of the Board of Directors.

Section 15. The Secretary/Treasurer shall be the custodian and a depositor of the funds of the **Association** and be responsible for the receiving, posting, and disbursing of all monies of the Association.

Section 16. The Secretary/Treasurer shall present at every Board meeting a complete summary of all income, disbursements and balances.

Section 17. An audit of the accounts of this **Association** shall be made at the Annual Business meeting and shall verify all assets and liabilities.

Section 18. The Secretary/Treasurer shall collect all dues of regular and associate members that have been proposed by the Board of Directors and have been approved by a majority vote of members present at the Annual Business meeting.

IMMEDIATE PAST PRESIDENT

Section 19. The Immediate Past President shall be a regular member of the Board of Directors.

Section 20. Duties of Immediate Past President: The Immediate Past President shall serve as Chairperson of the Nominations Committee and shall, when called upon, give advice and counsel to the Officers and Board of Directors.

ARTICLE III - MEMBERSHIP

Section 1. Regular Membership- Any person having the responsibility for, or directly involved with, the enforcement of fire related codes or the conducting or investigating and/or making of inspections, and/or public fire safety education. The number of members from one single department, district, organization or corporation shall not be limited. Each member shall have one vote and one vote only. All members shall be entitled to participate in meetings and discussions. The yearly dues shall be set by the Board of Directors and shall be paid or caused to be paid by the regular member on or before August 31 of that year. Payment for attendance at the annual conference shall include payment of the yearly dues for the following year.

Section 2. Associate Members- Any person, Association, building product manufacturer, testing laboratory, engineer or architect having an interest in the enforcement of fire prevention code or the conducting or investigation and/or making of inspections or involved in public fire safety education is eligible for associate membership. The Board of Directors by a majority vote shall approve or disapprove all applications for Associate members. The number of members from one single department, district, organization or corporation shall not be limited. The yearly dues shall be set by the Board of Directors and shall be paid or caused to be paid by the associate member on

or before August 31 of that year. Payment by an associate member for attendance at the annual conference as a vendor or regular attendee, or participation as a presenter or instructor shall be considered payment of the yearly dues for the following year. A charitable contribution to this **Association**, from a person eligible to be an associate member, in an amount equal to or greater than the amount of yearly associate member dues shall be considered payment of associate member yearly dues.

Section 3. Honorary Life Membership- The **Association** may, by a majority vote of the Board of Directors, confer honorary life membership upon any qualified for membership who has rendered distinctive service to the Chapter or to its purpose. An honorary life member shall have all the rights and privileges of an active member without the payment of dues.

Section 4. Retired Members - Any former member of this **Association** who has retired. The yearly dues shall be set by the Board of Directors and shall be paid or caused to be paid by the retired member on or before August 31 of that year. Payment for attendance at the annual conference shall include payment of the yearly dues for the following year.

Section 5. Termination- Membership in the **Association** shall terminate by:
(1) voluntary withdrawal,
(2) membership shall be terminated by the Secretary when, after due notice, such member is in arrears in the payment of dues or any other obligation to the **Association**, failure to pay membership dues within 90 days of the due date shall forfeit membership in the Association, or
(3) by the consent of a majority vote of the Board of Directors.

Section 6. Elimination- The Board of Directors may censure any member or may terminate the membership of any member in the event:
(1) such member falsified his application,
(2) such member has conducted himself in such a manner as is prejudicial to the good name or best interest of the **Association**
or
(3) such member has exhibited traits of character or conduct inconsistent with the qualifications for membership in this **Association**, cases subject to this section, the Board of Directors shall provide such member with a hearing, due notice, and an opportunity to be heard. A majority of the Board present in a duly constituted meeting shall be sufficient to cause censure or termination of membership for any reason specified in this section.

Section 7. Appeal- The member terminated shall have the right to appeal the Board of Directors' decision for consideration by the entire membership present at the next meeting of the general membership. The appeal shall be submitted in writing within thirty (30) days following the removal to the secretary.

Section 8. Reinstatement- Any former member may be reinstated in the **Association** at the discretion of and by the consent of a majority of the Board of Directors or may appeal to the regular membership at the next general business meeting and winning of a majority of the members present be reinstated, however, if the former member shall been in arrears in the payment of dues or other financial obligation to the Chapter at the time of his separation, be shall be required to pay the Association all such arrears as a condition to his reinstatement, unless the Board, by the majority vote and for good cause, shall waive the payment thereof.

ARTICLE IV-ELECTION. TERMS AND OFFICES

Section 1. Eligibility for Office- Active members of the **Association** shall be eligible to hold office.

- a. Must be an active member of the **Association**
- b. Must be in good standing of the **Association**
- c. To be eligible for the Office of the President a member must be responsible for the enforcement or administration of laws and ordinances relating to fire prevention.

Section 2. Board of Directors- The Board of Directors shall consist of the **Association** President, Vice President, Secretary/, Immediate Past President, the Missouri State Fire Marshal or appointed representative from his office and Regional Representatives. These regions shall be the same as the Missouri State Highway Patrol District. All Board of Directors shall be active members of this **Association**. The Board of Directors shall have supervision and control of the affairs of the **Association**, shall determine its policies or changes them within the limits of the By-Laws, shall actively execute its objectives, and shall have discretion in the disbursement of **Association** finds.

Section 3. Terms of Office

- a. Each duly elected officer shall serve a staggered term of two years which is as follows:

President Odd dated years
Vice President Even dated years
Secretary Odd dated years
Even dated years

- b. The elected member of the Board of Directors shall serve on a staggered term basis which is as follows:

Region A Odd dated years
Region B Even dated years
Region C Odd dated years

Region D Even dated years
Region E Odd dated years
Region F Even dated years
Region G Odd dated years
Region H Even dated years
Region I Odd dated years

Section 4. Nominations:

- a. A nominating committee consisting of not less than three (3) or more than five (5) members shall be appointed by the President no less than ninety (90) days prior to the Annual Business meeting.
- b. The nominating committee shall submit to the membership at the annual business meeting a list of nominees to fill the expiring term of the Officers and Board of Directors or to fill the vacancy created by the resignation or removal of any such officer.
- c. Any member of the Association may make additional nominations from the floor at the time of the election. All nominations shall be limited to members of good standing.

Section 5. Election- The officers and Board of Directors shall be elected at the annual business meeting. Election shall be by ballot only if there is a contest for office. When there is no contest for office, the Secretary may be directed to cast one ballot for the slate nominated. In the event of balloting, three (3) tellers shall be appointed by the President to receive the ballots for each officer and candidates of the Board of Directors. They shall canvass the ballots so cast and announce the results to the presiding officer, who thereupon shall declare the members receiving a plurality of the votes cast elected to the respective offices. In the event an Officer is elected to an Officers position other than the position that person currently holds at the Annual Business Meeting, then the vacant position shall be filled with an election to fill the vacancy created for the remainder of the term at that time during the Annual Business Meeting. If a Regional Director re-locates to another part of the state, then the President shall be allowed to appoint a replacement to fill the remainder of the term.

Section 6. Removal From Office - The Officers and Board of Directors shall have the power to remove from office by majority vote, any officer, Board member or member of the **Association** for any of the following:

- a. Conduct or actions that tend to discredit or lead to disrepute of this Association
- b. For good cause as submitted in writing by any member of the **Association**
- c. Any officer or member shall have the right to appeal. The appeal must be submitted in writing thirty (30) days following the removal to the President via the Secretary.

Section 7. Absences – A Director shall be responsible for attending regularly scheduled meetings of the Board of Directors, and shall be accountable for those meetings missed. Any Director who fails to call the President or his designee and report in advance, their inability to attend an upcoming meeting shall be deemed to be unexcused and, further, any Director that has more than two absences, excused or unexcused, within the fiscal year shall be considered to have resigned, and the unexpired portion of their term shall be appointed in accordance to these bylaws.

Section 8. Upon receiving a resignation or a notification of death of an Officer or Board Member of this **Association**, the President shall have the power to appoint a member of good standing, with the consent of the Board of Directors, to complete the unexpired term of office left vacated until the next regular election.

ARTICLE V-MEETINGS

Section 1. The **Association** shall hold an Annual Business meeting for all members. This meeting shall be held at such time and place as the Board of Directors shall decide. For the protection of the life safety, Annual Business Meetings shall be held in facilities that are fully protected with automatic sprinklers.

Section 2. Board of Directors meetings shall be held quarterly. These meetings are open to the membership and shall be held at such time and place, as the Board of Directors shall decide.

Section 3. The rules of parliamentary procedure as explained in the Roberts Rules Of Order shall govern all meetings of this **Association** and the Chairman of the By- Laws Committee will be in charge of parliamentary procedure at said meetings.

Section 4. Voting on **Association** business matters shall be limited to Active Members and Honorary members. Associate members shall have the rights and privileges of regular members except that they may not vote.

Section 5. Only active regular members may serve in voting positions on **Association** Boards of Directors.

Section 6. The **Association** President shall act as Chairman of the Board of Directors and shall preside over all meetings of the Board.

Section 7. Notice of all meetings of the Board of Directors shall be sent by mail, email or fax to each member of the Board of Directors at least fourteen (14) days in advance of such meeting. Any member of the Board of Directors may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a

Board Member attends a meeting for the express purpose of objecting to the transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

Section 8. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 9. Official Order of Business:

- a. Call of meeting to order,
- b. Reading and approval of minutes of previous meeting,
- c. President report,
- d. Vice-President report,
- e. Financial report,
- f. Report of Regional Representatives
- g. Election of Officers and Regional Representatives
- h. Report of Committees - Standing or Special
- i. Unfinished business
- j. New business
- k. Good of the Order
- l. Adjournment

Section 10. Dues - Dues for regular, associate and retired membership for this **Association** shall be proposed by the Board of Directors and must be concurred in by a majority vote of members present at the annual meeting.

Section 11. Audit - The audit committee as appointed by the President shall make an audit of the accounts of the at the Annual Business meeting and shall verify all assets and liabilities.

Section 12. The Board shall meet upon the call of the President at such times and places as he may designate and shall be called to meet upon demand of a majority of the membership of the **Association**.

Section 13. When an issue arises that requires the immediate action of the Board of Directors, the President shall be permitted to ballot the Officers and Directors by regular mail, fax, e-mail or other electronic means.

ARTICLE VI-CHANGE IN BY-LAWS

Section 1. Any proposed changes in the Constitution and By-Laws shall be provided to all members at least thirty (30) days prior to a vote by the membership and it shall take a two-thirds majority of the attending members at any regular or special meeting of this Association, provided that a copy of any amendment that is proposed for consideration shall be mailed to the last recorded address of each member of the **Association** along with the place,

date and time such vote will be taken. Electronic forms of delivery shall be deemed acceptable including but not limited to e-mail and posting on the **Association** web page.

ARTICLE VII-STANDING COMMITTEES

Section 1. The President, subject to the approval of the Board of Directors shall appoint such standing and special committees or subcommittees as may be required by the By-Laws or as he may deem necessary

Section 2. Members of all committees serve at the pleasure of the President and shall terminate on the expiration of the term of the appointing President.

Section 3. Nominating/Election Committee - The President shall appoint a Chairperson and at least two additional members however not more than four additional members to serve as this committee no less than 90 days prior to the Annual Business meeting. The committee shall submit to the membership at the Annual Business meeting a list of nominees to fill expiring terms of officers and members of the Board of Directors, or to fill the vacancy created by the resignation or removal of any such officer. At the time of the election, the floor shall be open for the purpose of additional nominations. This committee shall preside over the counting of all ballots votes cast for the election of officers or any change to the Constitution and By-laws of this **Association**.

Section 4. Legislative Committee – The President shall appoint a Chairperson and as many members as he deems necessary to serve on this committee to carry out the **Association** objectives as set forth in Article I, Section 2 of these By-laws.

Section 5. Membership Committee – The President shall appoint a Chairperson and as many members as he deems necessary to serve on this committee to obtain the objectives set forth in Article I, Section 2 of these By-laws.

Section 6. Audit Committee - The President shall appoint the Vice-President and at least two members to this committee and shall make an audit of the accounts of the at each Annual Business meeting and shall verify all assets and liabilities of this **Association**.