

Monroe County Volunteer Firemen's Association, Inc.

Preamble

Whereas in all well regulated organizations, certain rules and laws are considered necessary for the maintenance of order and the transaction of business, therefore the Monroe County Volunteer Firemen's Association, Inc. has adopted the following By-Laws.

Article 1 - Name

Section 1. The name of this organization as set forth in the Certificate of Incorporation filed in the Office of the Secretary of State of the State of New York, at Albany, New York, filed on June 19, 1934 is the:

Monroe County Volunteer Firemen's Association, Incorporated.

Article II - Object

Section 1. The object of the Monroe County Volunteer Firemen's Association is to serve, promote, advance, and represent the interests of all the volunteer fire, rescue and emergency services companies or departments, and exempt fire service organizations in Monroe County and the individual members thereof and the communities they serve.

Section 2. This Association shall not engage in any activities that are reserved for or involve the internal affairs of fire corporations, fire departments, volunteer fire companies, and exempt organizations which are members of Monroe County Volunteer Firemen's Association, nor shall the Association partake in activities that are prohibited under New York State Not-for-Profit Corporation Law or the United States Internal Revenue Code of 1986.

Article III - Membership

Section 1 - Active Members - Any person who is currently a member in good standing of any volunteer fire, rescue, and emergency services companies or departments, and or exempts organizations located wholly or partly within the County of Monroe, is entitled to be an active member of the Association. Active members shall have voting privileges and shall be eligible to hold any offices within the Association.

Section 2 -Organization Membership - Organization memberships shall be limited to all volunteer fire companies, departments, and associations of exempt firefighters located wholly or partly within the County of Monroe. Each organization may have up to two delegates and two alternates, who shall have voting privileges.

Section 3 - Honorary Membership - The membership of the Association, at any Membership meeting, may elect honorary members by a two thirds (2/3) vote of the members present. Such members shall be exempt from the payment of annual dues and shall be entitled to all privileges as defined by the Board but may not vote or hold office.

Section 4 - Life Members - Life Members shall be limited to those who;

1. Served as the Association President.
2. Served the Association in an elected office for more than fifteen (15) years.
3. Served the Association in the same capacity that distinguished themselves above a normal member, and with a two thirds (2/3) vote of the membership present.

Life Members shall have voting privileges and shall be eligible to hold any offices within the Association.

Section 5 – Application for membership (both individual and organizational) shall be made in writing to the Membership Secretary upon a form approved by the Executive Board. The applicant(s) must also agree to in said application that, provided the applicant is accepted, the new member will abide by the By-Laws of this Association.

Article IV – Dues and Fees

Section 1. The dues for each membership class shall be established annually by a resolution passed by a majority of votes of the members present at the Annual General Membership meeting of the Association.

Article V. Meetings

Section 1. Regular Executive Board meetings will be held monthly on dates, times and places decided upon by the Executive Board at the Executive Board meeting in December for the following year. Other special meetings may be held at the call of the President or three (3) members of the Board of Directors. The January meeting of the Executive Board will be the annual organizational meeting.

The general membership of the Association will meet three times per year (February, June, and October), The general membership meetings in February and June, shall be on a date and location as determined by the Executive Board. The October general membership meeting of the Association shall be designated as the annual business meeting, where members shall approve an annual budget, conduct an election of Association's Executive Board and transact any other business matters. The annual business meeting shall be held on the last Wednesday of October, at a location as set forth by the Executive Board.

Section 2. The Secretary will notify each member of the date and place of each regular meeting at least one month in advance of the meetings.

Section 3. One or more members of the Executive Board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article VI: Executive Board, Directors, and Officers

Section 1 – Executive Board

The Executive Board shall consist of nine voting members (The President, 1st Vice President, 2nd Vice President, Five (5) Board of Directors and the Immediate Past President) and two (2) non-voting members being the Secretary and the Treasurer. The Secretary and Treasurer shall be ex-officio members of the Executive Board and are not counted as part of the quorum for an Executive Board meeting. The President shall serve as the Chairperson to the Executive Board. {See note 1}

The executive power and general management of the affairs of this Association shall be vested in the Executive Board. The Executive Board shall have control of the property of the Association and shall determine its policies with the advice of its various committees. It may authorize expenditures and investments, as it sees fit. The Executive Board shall annually review and approve written procedures for the internal fiscal management of this Association. The Executive Board shall be generally empowered to take all necessary and proper steps to carry out the purposes of this Association and to promote its best interest. The Executive Board shall serve without compensation.

Section 2. The Executive Board shall have power by a majority vote, to call a special meeting of the Association and to examine books and papers of all officers and to suspend any officers after hearing, for malfeasance.

Section 3. The Executive Board shall fill all vacancies, which occur between meetings of the Association, except the office of the President, First Vice President, and Second Vice President.

Section 4. Any financial item or amendment covering finances shall be left to the Executive Board for their official action before being acted upon at any general membership meeting

Section 5 – Directors

The Board of Directors shall consist of five (5) members. At annual meetings of the Association, the Members shall, in alternate years, elect three (3) Directors and two (2) Directors, respectively, for terms of two (2) years each. Each Director shall serve until the expiration of his or her term and thereafter until a successor is elected, or until the death, resignation, or removal of such Director. {Note 2}

Section 6. Officers

1. **President:** The President shall preside at all regular meetings of the Association and exercise general supervision over the interests and work of the organization. The President also is authorized to sign legal documents and bank drafts for the Association.
2. **Vice Presidents:** The Vice Presidents shall perform all duties and exercise all rights of the President in his or her absence and perform duties as requested by the president. The 1st Vice President shall serve as the Chairperson of the fund raising activities and shall also act as an assistant to the Treasurer. The 2nd Vice President shall act as the Chairperson of the Steering Committee and shall act as an assistant to the Secretary.
3. **Treasurer:** The Treasurer is responsible for supervising the collection and recording of membership dues and all other disbursements, income and investments, as approved by the Executive Board. The Treasurer is authorized to make deposits and write checks for the Association in a depository or investment institution approved by the Executive Board. The Treasurer will report on the financial state of the Association at each board meeting and at the Association's business meeting. The Treasurer's books and records shall be audited on an annual basis. The Treasurer shall follow all policies as prescribed in the Monroe County Volunteer Firemen's Association Financial Operating Protocols.
4. **Secretary:** The Secretary shall be responsible to keep a complete record of all proceedings of the Association and the Executive Board, to receive all communications pertaining to this Association and to notify all Association members of Annual, General Membership and Executive Board Meetings. The Secretary shall also serve as the Membership Secretary, responsible for maintaining membership records and distributing dues notices to the Association members.
5. **Immediate Past President:** The Immediate Past-President shall serve as the chair of the Nominating Committee and will be responsible for the annual compilation of a slate of nominees to fill vacant positions for officers and directors of the Association.

Section 7 – Appointed Positions

1. **Sergeant at Arms** - The Sergeant at Arms shall assist in maintaining order at all meetings and to execute whatever other duties that may be prescribed by the President.
2. **Chaplain** – The President may appoint more than one Chaplain to conduct special religious services and to furnish general spiritual guidance to the Association and its members.

Article VII - Elections

Section 1 - Elections will be held at the October general membership meeting. Nominations will come from a nominating committee, composed of the Immediate Past President, acting as chair, one Board of Director (who is not on the upcoming ballot), and one member of the Association who is not on the Executive Board. Nominations will be presented to the body at the general membership meeting immediately preceding the annual election meeting (June). Only Monroe County Volunteer Firemen's Association Active and Life Members in good standing may be nominated for office. Members may not nominate from the floor at that election meeting, unless the position in question has no one running for the office after the June nominations are closed. If there is more than one candidate for a position, the office will be filled by written ballot. The candidate receiving the simple majority of votes is elected. No person shall hold two elected positions within the organization at the same time.

Section 2 - Officers – The term of office for Officers, shall be for a period of one year, commencing at 12:01am on January 1st, following the annual election. The Officers, other than the President, shall be able to succeed themselves for any number of terms. The President may hold up to two (2) successive terms, but shall be ineligible for re-election until the lapse of one term following the end of the President's last term. Vacancies of presidential offices caused by death or resignation shall be filled by nomination at the next quarterly meeting, or special meeting. The vote shall be conducted in accordance with the election committee procedures and the ballots counted during the next quarterly meeting, or special meeting. In the event of the of a death or resignation of the Secretary or Treasurer, the Executive Board shall appoint a replacement and such replacement shall serve until the next Association election.

Section 3 - Directors – The term of office for Directors shall be for a period of two (2) years, commencing at 12:01am on January 1st, following the annual election. The Directors shall be able to succeed themselves for any number of terms. Should a member of the Board be unable to complete his or her term, the President shall nominate a candidate to complete that term. The Executive Board shall vote upon the nomination(s).

Section 4. If a Director is absent from three (3) consecutive meetings of the Board of Directors without a valid excuse, (i.e. illness of self or family, employment, emergency service, or military service voted on by the Executive Board), his or her term may be terminated by the Board and the vacancy thus created shall be filled as provided these By-Laws.

Article VIII – Voting

Section 1. Voting Rights – Active, Organization Delegates and Life Members, in good standing, shall be entitled to one vote (either as a delegate or as an individual member). Delegates may only represent one organization for voting purposes.

Article IX - Committees

Section 1. Standing Committees of the Board. The Executive Board, by resolution adopted by a majority of the entire Board, may establish standing committees consisting of three (3) or more Directors. The standing committees shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

1. The submission to members of any action requiring members' approval under the law.
2. The filling of vacancies in the Board or in any committee.
3. The fixing of compensation of the Directors for serving on the Board or on any committee.
4. The amendment or repeal of the By-laws, or the adoption of new By-laws.
5. The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repeal able.

Section 2. Special Committees. The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 1 of this Article.

Section 3. Committees of the Corporation

The President, with the approval of the Executive Board, can establish and appoint any committees or positions as necessary to discharge the business of the Association. The President, upon consultation with the Executive Board, will appoint the chairperson, and the members of the committee. The Executive Board reserves the right to dismiss any committee member, via majority vote, for conduct deemed detrimental to the committee, the Executive Board or the Association.

Committees of the Corporation

There shall be nine (9) Committees of the Corporation

1. Audit Committee
2. Budget and Finance Committee
3. Bylaws / Strategic Planning Committee
4. Fire Prevention / Essay Committee
5. Investment Committee
6. Legislative Committee
7. Membership Committee
8. Nominating Committee
9. Steering Committee

Section 4. Special Committees of the Corporation. The President shall, subject to approval of the Executive Board, designate special committees of the corporation and the members of such special committees of the corporation, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

Article X - Quorums:

SECTION 1. At all General Membership Meetings of this Association, twenty (20) Association Members shall constitute a quorum for the transaction of business. All Executive Board meetings a quorum shall consist of a majority of the entire Executive Board (5). {Note 3}

Article XI - Conflicts of Interest:

SECTION 1. Whenever a Director or officer has a financial or personal interest in any matter coming before the Executive Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Executive Board members determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article XII - Indemnification

Section 1. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Executive Board who are not at that time parties to the proceeding.

Article XIII. Fiscal Operating Cycle

Section 1. The fiscal year of the Monroe County Volunteer Firemen's Association, Inc. shall commence on January 1 of each calendar year and terminate on December 31.

Article XIV. Amendments

Section 1. These By-Laws may be amended by a two thirds (2/3) vote of the Association Members present at any general membership meeting, provided however, that the proposed amendment shall have been submitted in writing and read at the preceding general membership meeting.

Article XV – Parliamentary Standard

Section 1. The parliamentary standard for the Association will be the latest edition of "Robert's Rules of Order."

NOTES

Note 1 – The change in the number of Directors from fifteen to five and the structure of the Executive Board shall take place effective 01/01/2018, based on Association Elections in October 2017. From the October 2016 general membership meeting, until January 1, 2018, the current Board of Directors organizational structure shall remain in effect.

Note 2 – Election of Directors – For the October 2017 election of Directors, to establish the rotation cycle of Directors, three of the Directors will run for a term of two years and two of the Directors will run for a period of one year.

Note 3 –Until January 1, 2018, a quorum of the Executive Board shall be the majority of the seated Directors, President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. Vacant Director positions in the Battalions shall not be counted into the quorum.

– All references to the Executive Board, shall consist of the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Immediate Past President and 15 Board of Directors until January 1, 2018, when the composition of the Board as specified in Article VI, Section 1 of the amended bylaws becomes effective.

- All other provisions of the revised bylaws will take place upon the approval of the amended bylaws at the October 2016 Quarterly meeting, with the exception of an election at the October 2016 meeting. The first set of elections will be held at the Annual Business Meeting in October of 2017.