

A Resolution to Repeal and Replace the Bylaws of the National Association of Elected Fire Officials

August 14, 2017

Whereas, the Bylaws of the National Association of Elected Fire Officials was last amended in September of 2015;

Whereas, said Bylaws of the National Association of Elected Fire Officials contain inconsistent, ambiguous and superfluous verbiage;

Whereas, the Subsections (a) and (b) of Section 2 of Article IV of said Bylaws are somewhat onerous for what today is a small organization trying to grow its leadership and there are inconsistencies, for example, in the example in subsection (b) with the limits in subsection (a) (the language of the Bylaws themselves need to be explicit so that examples are not necessary);

Whereas, since Section 4 of Article V of said Bylaws deals with ex-officio membership of the Board of Directors but the article for the Board of Directors is Article IV;

Whereas, Subsection (c) of Article VII of said Bylaws allows a director with a conflict of interest to participate in discussions about the conflict of interest and puts the onus on some ambiguous presiding officer to request a director with a conflict of interest from recusing themselves;

Whereas, Subsection (a) of Section 4 of Article XIV of said Bylaws limits who can chair committees when former and retired members are willing serve in these leadership roles.

Therefore be it Resolved, that the Bylaws of the National Association of Elected Fire Officials was last amended in September of 2015 be repealed and the attached Bylaws are proposed to be enacted in lieu thereof with the following provisos:

- Red and struck out inconsistent, ambiguous and superfluous verbiage from said last amended Bylaws, shown as thus ~~struck out~~, shall not be enacted;
- Inserted red and underline verbiage, shown as inserted verbiage, shall be enacted;
- Section 12 of Article IV of said attached Bylaws is similar to Section 4 of Article V of said repealed Bylaws, except ex-officio members are voting members of the Board of Director (previously they were non-voting members);
- Subsection (c) of Article VII of said attached Bylaws is now succinct and follows generally accepted parliamentary law regarding participation in discussions by a director with a conflict of interest;
- Subsection (a) of Section 4 of Article XIV of said attached Bylaws allows the widest possible inclusion for an organization that needs more leadership and less constraints on who can serve;
- The attached Bylaws of the National Association of Elected Fire Officials take immediate effect upon adoption by the Members.

Adopted this _____ day of September, 2017.

President

Secretary



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**BYLAWS OF
NATIONAL ASSOCIATION OF FIRE OFFICIALS
AN OREGON NONPROFIT CORPORATION**

Revised ~~September 22, 2015~~ September xx, 2017

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**ARTICLE I.
OFFICES**

Section 1. Principal Office. The principal office of the Corporation in the State of Oregon will be located in the City of Lake Oswego, County of Clackamas. The Corporation may have such other offices, either within or without the State of Oregon, as the membership may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office. The registered office of the Corporation required by The Oregon Nonprofit Corporation Act to be maintained in the State of Oregon will be the residence or office address of the registered agent.

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**ARTICLE II.
MEMBERS**

Section 1. Membership. There will be four (4) classes of Members.

(a) State Members. Each state association of elected fire officials recognized by the Board of Directors of the Corporation will be eligible for State Membership. State Membership will be granted to such organizations upon approval by the Board of Directors and receipt of payment by the Corporation of annual membership fees as established from time to time.

(b) Individual Members.

(i) Any person who is an elected official of a fire agency is eligible for Individual Membership. Individual Membership will be to individuals upon approval by the Board of Directors and receipt of payment by the Corporation of annual membership fees as established from time to time.

(ii) Any person who is an elected official of a local government whose primary responsibilities include governance of a fire department or district will be eligible for Individual Membership.

(iii) Any person who is appointed as a commissioner/director of an agency whose primary responsibilities included governance of a fire department or district will be eligible for Individual Membership.

(c) Associate Members.

(i) Organizations (other than state associations) and individuals that are affiliated with the fire service, and governmental entities providing fire services or affiliated with the fire service are eligible for



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2 Associate Membership. Associate Membership will be granted to organizations or individuals upon
3 approval by the Board of Directors and receipt of payment by the Corporation of annual membership fees
4 as established from time to time.

5 (ii) Any former member of ~~NAEFO~~the Corporation is eligible for Associate Membership upon
6 approval by the Board of Directors and receipt of payment by the ~~corporation~~Corporation of annual
7 membership fees established from time to time.

8
9 (d) Former ~~NAEFO~~ Members. Any person who has served as a Director or Commissioner in
10 good standing, and who is a former member of an organization affiliated with the fire services, and was
11 an Individual Member of ~~NAEFO~~the Corporation, is a former member and is eligible for former member
12 membership. Former Member membership will be granted to individuals upon approval by the Board of
13 Directors and receipt of payment by the Corporation of annual membership fees as established from time to
14 time.

15
16 **Section 2. Eligibility and Admission.** Any organization that subscribes to the purposes and
17 basic policies of the Corporation, that is approved for membership and is current in dues payable will be a
18 Member.

19
20 (a) Membership Fees. There will be membership fees required for State, Individual,
21 Associate and Former Members, as established by the Board of Directors from time to time.

22
23 (b) Registration and Change of Address. It is the responsibility of each Member to register
24 with the Corporation and to promptly notify the Secretary of any changes of address. The Member's right
25 to receive notices pursuant to these Bylaws or the Articles of Incorporation will be deemed to be waived
26 if the address on record with the Secretary is not the Member's current address.

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28 (c) Membership Applications and Approvals. The Board of Directors may from time to time
29 establish procedures for membership applications and approvals and delegate such tasks to appropriate
30 parties.

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32 (d) Former ~~NAEFO~~ Members fees shall be fifty percent (50%) of an Individual Member fee.

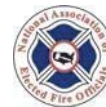
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34 **Section 3. Dividends, Earnings.** No dividends or earnings of the Corporation will be payable to
35 Members, nor will Members have any interest in the assets of the Corporation by virtue of being Members.
36 The Corporation may pay reasonable compensations for services rendered and authorize reimbursement for
37 expenses incurred on behalf of the Corporation.

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39 **Section 4. Termination of Membership.**

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41 (a) Automatic Renewal. Membership of each Member will continue from year to year and
42 be automatically renewed as long as the Member continues to meet the conditions for membership as
43 provided in Section 2 of this Article and provided that membership is not sooner terminated.

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45 (b) Voluntary termination. A Member may resign from the Corporation at any time by
46 delivering a written notice of withdrawal to the Secretary of the Corporation.

47
48 (c) Involuntary expulsion, termination or suspension. The membership may at a meeting
49 called for that purpose or at the annual meeting if notice is given that this issue will be on the agenda,
50 upon a vote of two-thirds of the State Members, suspend the membership of any Member. Such
51 suspension will be immediately effective. The affected Member will have fifteen (15) days from receipt



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2 of the notice to request a hearing to appeal the suspension and if a request for hearing is made, the
3 hearing must be conducted by a Hearings Committee appointed by the State Members within forty five
4 (45) days of the effective date of the notice of suspension.
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6 At the hearing, the affected Member will be given reasonable opportunity to be heard and may be
7 accompanied by counsel or other designated person. At the conclusion of such hearing, the Hearings
8 Committee will make a recommendation to the State Members, who will then vote by majority vote, to
9 continue the suspension, expel the Member, or reinstate the Member without restriction. The decision of
10 the membership shall be final and binding on all parties.
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12 **Section 5. Rights of Membership.**

13
14 (a) Membership Vote. From time to time, the Board of Directors may refer matters to the
15 membership for consideration at an annual or at a special meeting. Except for the following matters, the
16 Board of Directors has no affirmative duty to refer any matter to the membership (unless otherwise
17 required by state law). The Board must refer the following matters to the membership:
18

- 19 1. The decision to sell, convey or otherwise dispose of all of the assets of the
20 Corporation other than in the ordinary course of business;
- 21 2. The decision to merge, liquidate or otherwise change the existence or form of the
22 Corporation; and
- 23 3. The decision to create a new class of membership with voting rights or to confer
24 voting rights on a class of members previously without a vote.
- 25 4. Proposed Bylaw Additions or Changes.
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30 (b) Voting. On any matter referred to the membership for a vote, each Individual and State
31 Member will have one vote each. No Associate member may vote at a membership meeting except as
32 otherwise provided in these Bylaws.
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34 (c) Proxies. Each Individual and State Member in attendance at the annual ~~business~~ meeting
35 shall be entitled to ~~one (1)~~ vote in person and ~~to one (1)~~ vote for each proxy carried by a member (if any)
36 on each matter submitted to a vote of the membership. Each Individual or State Member unable to attend
37 a membership meeting, may authorize ~~such Individual or State members~~ Members to vote ~~to be case~~ by
38 proxy.
39

40 The proxy vote of a member shall be authorized in writing by the member requesting that his or her vote
41 be cast by proxy, and the proxy authorization shall be submitted to the ~~secretary~~ Secretary of the
42 ~~association~~ Corporation seven (7) days prior to the membership meeting at which proxy vote may cast.
43

44 No Individual or State ~~member~~ Member may serve as a proxy for more than two (2) members.
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46 (d) Information. Members will be entitled to receive, upon request, the latest financial
47 statement of the Corporation and will have the right to inspect the corporate minutes, tax returns and all
48 filings made with federal or state agencies, upon reasonable notice to the Corporation.



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ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Meetings. An annual meeting of all Members will be called by the Board of Directors. The purpose of the annual meeting will be to present the Members with ~~a~~ financial statements ~~for the fiscal year then ending~~, to elect Individual Directors, and to consider proposed Bylaw changes and any other business that the Board of Directors may determine to be appropriate.

Section 2. Other Meetings. Meetings of the Members may be called from time to time by the Board of Directors. The time and place of any meeting will be set by the Board of Directors in a reasonably expeditious and timely manner.

Section 3. Notice. Written notice of membership meetings, including the annual meeting, must be delivered by hand, mail or email to all Members currently registered in the records of the Corporation not less than seven (7) nor more than sixty (60) days before the date set for the meeting. It will be the responsibility of the Member to provide the Secretary with a correct mailing and email address and any change thereof and failure to do so will terminate the Member's right to receive notice.

Section 4. Quorum. Twenty percent (20%) of the ~~active~~ Members present in person or by proxy at any duly called membership meeting will constitute a quorum.

Section 5. Voting. Except as otherwise provided in these Bylaws, all ~~Former~~, State and Individual Members present at meetings will be entitled to vote on matters properly brought to the membership. Except as otherwise set forth in these Bylaws, a simple majority of votes cast will be required for the adoption of any matter coming before the membership.

(a) Secure electronic voting may be used to conduct association business needing membership approval that happens between the annual meetings. The voting medium to be used is at the discretion of the executive board.

Section 6. Proxies. Subject to such limitations and rules as may be established by the ~~officers~~ Board of Directors, ~~a~~ ~~an~~ Individual or State ~~member~~ ~~Member~~ may cast a proxy ballot by appointing an Individual or State ~~member~~ ~~Member~~ in good standing as proxy to vote an absentee ballot for the Member.

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ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation will be managed by its Board of Directors.

Section 2. Number, Tenure and Election. The Board of Directors of the Corporation will consist of a minimum of one director. The number of directors will be ~~established by the Board of Directors from time to time~~, as described below. ~~The initial directors will be elected by the incorporator.~~

~~(a) Total Number. The total number of non-ex-officio Directors may not exceed twice the number of State Members.~~

~~(b) Ratio of State Members to Individual Members on Board. The number of Individual~~



1 ~~Members serving on the Board of Directors must be not more than the number of State Members. For~~
2 ~~example, if there are three State Members serving as board members, there may be not more than two~~
3 ~~Individual Members. Prior to each annual meeting, the The Board of Directors will publish ~~communicate~~~~
4 ~~the number of Individual Elected Directorships, based upon State Membership of record sixty (60) days~~
5 ~~prior to such meeting~~ the Annual Meeting. Temporary variations in this ratio are allowable upon an
6 ~~unexpected vacancy on the Board of Directors.~~

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8 (c) State Designated Directors. Each State Member may designate a Director to serve on the
9 Board of Directors. If a State has twenty five (25) or more Individual Members AND the State-state
10 Association-association is NOT a State Member OR if the State does not have a State-state
11 Association-association, then the Individual Members from that State may elect one Director to the Board.

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13 1. The State Designated Director designated by a State Member will serve as a
14 Director until a new State Designated Director is appointed by such State Member
15 and written notice of such appointment is received by the Corporation. There will
16 be no term limit.
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18 2. The Board of Directors of the Corporation may, by a vote of two-thirds of the
19 ~~sitting State Designated~~ Directors, remove a State Designated Director for breach
20 of a duty owed to the Corporation or for failure to abide by policies and/or
21 procedures adopted by the Board of Directors. In such a case, the State Member
22 must promptly appoint a substitute State Designated Director who will serve until
23 replaced in accordance with this section.
24

25 (d) Individual Elected Directors. At each ~~annual meeting~~ Annual Meeting, the Individual
26 Members will elect from among their number a sufficient number of directors to fill the number of
27 individual positions published by the Board prior to such meeting. Such Individual Elected Directors
28 will serve until the expiration of a one-year term, or until their successors are elected. There will be
29 no term limit. The Board of Directors of the Corporation may, by a vote of two-thirds of all of the
30 Directors, remove an Individual Elected Director for breach of a duty owed to the Corporation or for failure
31 to abide by policies and/or procedures adopted by the Board of Directors. In that case, a substitute Individual
32 Elected Director will be elected at the next meeting of the membership.
33

34 (e) Election Procedures. The Board of Directors may from time to time establish procedures
35 for election of Individual Directors and for designation of State Designated Directors and will publish
36 those procedures prior to membership meetings.
37

38 **Section 3. Regular Meetings.** ~~An annual~~ Regular meetings of the Board of Directors will be held
39 ~~at the principal office of the Corporation~~ at such location, date and time as established by the
40 Board. ~~The Board of Directors may provide, by resolution, the time and place, either within or without the~~
41 ~~State of Oregon, for the holding of additional regular meetings without other notice than such resolution.~~
42

43 **Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at
44 the request of the President or any two directors. The person or persons authorized to call special meetings
45 of the Board of Directors may fix any place, ~~either within or without the State of Oregon~~, as the place for
46 holding any special meeting of the Board of Directors called by them.
47

48 **Section 5. Notice.** Notice of any special meeting of the Board of Directors will be given
49 at least two days previously thereto by written notice delivered personally, mailed or emailed to each
50 director at his or her business address. If mailed, such notice will be deemed to be delivered when
51 deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by
52 email, such notice will be deemed to be delivered when the email is sent. Any director may waive
53 notice of any meeting. The attendance of a director at a meeting will constitute a waiver of notice of



1 such meeting, except where a director attends a meeting for the express purpose of objecting to the
2 transaction of any business because the meeting is not lawfully called or convened. Neither the business
3 to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be
4 specified in the notice or waiver of notice of such meeting.
5

6 **Section 6. Quorum.** A majority of the directors, whether or not a full Board is serving, will
7 constitute a quorum for the transaction of business at any meeting of the Board of Directors. ~~If less than~~
8 ~~such majority is present at a meeting, a majority of the directors present may adjourn the meeting from~~
9 ~~time to time without further notice.~~

10
11 **Section 7. Manner of Acting.** ~~The~~ An act of the majority of the directors present at a meeting
12 at which a quorum is present will be ~~the~~ an act of the Board of Directors.
13

14 **Section 8. Vacancies.** ~~Except for a removed State Designated Director, If if~~ a director resigns
15 or otherwise becomes unable to serve, the Board of Directors may appoint a replacement director to serve
16 for the unexpired term, or may choose to allow the vacancy to continue until the next annual meeting.
17 If the Board of Directors appoints a replacement director, such director must be of the same class of
18 membership as the director he or she is replacing.
19

20 **Section 9. Compensation.** By resolution of the Board of Directors, the directors may be paid
21 expenses, if any, for attendance at each meeting of the Board of Directors, and may be paid a reasonable
22 fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such
23 payment will preclude any director from serving the Corporation in any other capacity and receiving
24 compensation therefore.
25

26 **Section 10. Presumption of Assent.** A director of the Corporation who is present at a meeting
27 of the Board of Directors at which action on any corporate matter is taken will be presumed to have
28 assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the
29 director files his or her written dissent to such action with the person acting as the ~~secretary~~ Secretary
30 of the meeting before the adjournment of the meeting. The right to dissent will not be available to a
31 director who voted in favor of such action.
32

33 **Section 11. Waiver of Notice.** A director may at any time waive the notice required by law, by
34 the Articles of Incorporation or by these Bylaws. Except as set forth below, the waiver must be in
35 writing, be signed by the director entitled to the notice specifying the meeting for which notice is waived
36 and be delivered to the Corporation for inclusion in the minutes for filing in the corporate records. A
37 director's attendance at or participation in a meeting waives any required notice to the director of the
38 meeting unless, at the beginning of the meeting, the director objects to holding the meeting or transacting
39 business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.
40

41 **Section 12. Ex-Officio Members.** The Immediate Past President and Officers shall be an ex-
42 officio, non-voting members of the Board of Directors.
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46 **ARTICLE V. EXECUTIVE DIRECTOR AND OFFICERS**

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48 **Section 1. Executive Director.** The Board of Directors may appoint a chief operating officer of
49 the Corporation who will be known as the Executive Director. Such other officers and assistant officers
50 and agents as may be deemed necessary may be appointed by the Members or chosen in such other
51 manner as may be prescribed in these Bylaws. The officers will have such duties as may be prescribed by
52 the Members from time to time.



1 independent contractor, agent, director, officer, trustee of that organization or holding any other position
2 involving the payment of remuneration or involving a fiduciary responsibility with respect to that
3 organization.

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5 **Section 2. Procedural Requirements.** A transaction in which a director has a direct or indirect
6 conflict of interest must be approved by a majority of directors not having any direct or indirect conflict of
7 interest in the transaction.

8
9 (a) Declaration of Conflict. A director with a conflict of interest has the affirmative obligation
10 to disclose that conflict to the members of the Board at a meeting of the Board of Director.

11
12 (b) Material Facts. A director with a conflict of interest has the affirmative obligation to
13 disclose all material facts regarding the transaction to the Board of Directors that are known to, or should
14 reasonably have been known to, the interested director. In cases involving a sale of property to the
15 Corporation by a for a price in excess of \$5,000, the price must be established as fair by such processes
16 as the director uninterested directors deem appropriate.

17
18 (c) Participation and Voting. ~~A director having a conflict of interest may participate in the~~
19 ~~discussion of the transaction and may participate in the voting with respect to the transaction. However,~~
20 ~~upon request by the senior non interested presiding officer of the Board, such director must excuse him or~~
21 ~~herself from the meeting for a reasonable period of time to allow non interested directors to discuss the~~
22 ~~transaction without the interested director present. A director having a conflict of interest shall recuse himself~~
23 ~~or herself and not participate in the discussion of the transaction and voting with respect to the transaction.~~

24
25 (d) Damages. An interested director will be liable in damages to the Corporation for losses
26 suffered by a Corporation with respect to conflict of interest a transaction if he or she does not disclose
27 the conflict or does not disclose the material facts of the transaction, whether or not the transaction is
28 enforceable.

29
30 **Section 3. Fairness.** Pursuant to ORS 65.361, a transaction involving a director conflict of interest
31 which is not approved (or ratified) as provided in Section 2 is voidable by the Corporation unless it was
32 fair to the Corporation at the time it was entered into. A transaction will not be considered fair unless,
33 based on all the facts and circumstances of the situation, the total value of the economic benefit provided
34 by the Corporation in the transaction is equal to or less than the total value of the consideration (including
35 the performance of services) received for providing such benefit.

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38 **ARTICLE VIII.**
39 **FISCAL**
40 **ACCOUNTING YEAR**

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42 The ~~initial fiscal~~ accounting year of the Corporation will ~~begin on its date of incorporation, and~~
43 ~~will terminate on December 31, 2002. Thereafter, the fiscal year will~~ be from January 1 through December
44 31.

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47 **ARTICLE IX.**
48 **FORM OF NOTICE**

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50 **Section 1. Form of Notice.** Whenever, under the provisions The Oregon Nonprofit Corporation
51 Act or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person, it
52 will not be construed to mean personal notice, but such notice may be given in writing, by mail, or email



1 addressed to such person at his or her address as it appears in the records of the Corporation, prepaid, and
2 such notice if mailed will be deemed to be given at the time when the same will be deposited in the
3 United States mail, and if emailed will be deemed to be given when the email is sent.

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5 **ARTICLE X.**
6 **RESIGNATIONS**
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8 Any director, member, or officer of the Corporation may resign at any time by giving written
9 notice to the Executive Director, the President, or the Secretary of the Corporation. Any such resignation
10 will take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance
11 by the Board of Directors.
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14 **ARTICLE XI.**
15 **AMENDMENTS**
16

17 These Bylaws may be altered, amended or repealed and new Bylaws adopted by a two-thirds vote
18 of voting members present at ~~the a regular annual~~ meeting of the membership. Proposed amendments to
19 these Bylaws must be submitted to the membership no less than thirty (30) days prior to the annual
20 meeting.

21 ~~(a)~~ In the event a bylaw amendment or repeal is brought forward inside the thirty (30) day notice
22 period, the Board of Directors will determine if the bylaw amendment or repeal will be brought before the
23 body at the annual meeting. If the Board of Directors chooses to bring the bylaw amendment or repeal
24 forward, ~~the body~~ Members can vote whether or not to waive the thirty (30) notice so the bylaw
25 amendment or repeal can be submitted.
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28 **ARTICLE XII.**
29 **DISSOLUTION**
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31 No officer or Member of the Corporation, nor any private individual, will be entitled to share in
32 the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its
33 affairs. Upon such dissolution or winding up, after paying or making adequate provision for the
34 payments of all of the liabilities of the Corporation, all remaining assets of the Corporation must be
35 distributed by the officers of the Corporation, for social welfare, within the meaning of IRC §501(c)(3),
36 (4) or (6) or corresponding section of any future federal tax code, in the area of fire service or must be
37 distributed to an organization that then qualifies for a similar exemption from tax under federal tax laws
38 and applicable state law, or to the federal government or a state or local government, for a public purpose.
39 Any such assets not so disposed of will be disposed of by the Circuit Court of Marion County, Oregon,
40 exclusively for such purposes or to such an exempt organization or organizations as such Court will
41 determine.
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44 **ARTICLE XIII.**
45 **INDEMNIFICATION**
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47 No uncompensated director or officer will be liable to the Corporation for monetary damages for
48 conduct as an officer, provided, however, that this provision will not eliminate or limit the liability of an
49 officer for:

- 50
51 1. Any breach of the officer's duty of loyalty to the Corporation or its Members;
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