



**ANNUAL GENERAL MEMBERSHIP / ELECTION MEETING
NATIONAL ASSOCIATION OF ELECTED FIRE OFFICIALS
MEETING NOTES – No Quorum**

September 19, 2017

Clark County Fire Department Training Center
4425 W Tropicana Avenue, Las Vegas, Nevada

President McCullough called the meeting to order at 11:00 am

Attendees: Dean Bloemke, Gerry Gustafson, Richard Hurley, Mark Kreutzer, Mike Lyons, Terry Miller

Comments on September 20, 2016 Annual Membership Meeting Minutes
Discussion/addition to Minutes: Section B. Voting - Candy remembered a discussion about creating voting online for members. Minutes discussed.

Financials & Budget:

- a. Review of 2017 Budget vs Actual to date
- b. Review of Conference Budget vs Actual to date

Financials accepted. Candy commented that we have not brought in as much money as hoped for, in part because our website was out-of-date for 10 months. Thanks to Monte Olsen who rebuilt the site and it is now up and running.

Proposed BYLAWS changes - dated Sept 19, 2017

10 page document in packets with strike-through in blue, proposed changes in red. In the entire document, 'NAEFO' was changed to 'the corporation' to reflect what is in our Charter.

ARTICLE II, MEMBERS Section 5(c) – Rights of Membership. Intent is to clarify language to vote by proxy. Those who attend the conference can represent a maximum of 2 other members and submit them to the secretary 7 days in advance.

WSCA includes a proxy in their packet -

No opposition to putting a proxy form on the website.

ARTICLE III, MEMBERSHIP MEETINGS, Section 4, Quorum – what defines 'active' members? Dean said 'active' usually means 'dues-paying'.

Discussion led to rejection of removal of the word 'active'.

Need to define 'quorum' terms. Complete bylaw change rejected – Section to be rewritten. Candy to revise. It was suggested we put Proxy forms on website or contact Administrative Assistant to send proxy via email.

Conclusion: No quorum today, so we cannot vote.

ARTICLE III, Section 5, Voting - Added the word 'Former'. Giving a vote to retired officials to have them involved and active. Candy asked if anyone is opposed or in favor. Sounds ok as written.

Mark, Jerry, Dean, Candy, Mike, Richard – in favor
Section 6. Cleaned language – proxy. No objections.

ARTICLE IV, BOARD OF DIRECTORS, – Section 2. Propose we delete all text that has strike-through. Confusion with colors of final text, typographical errors. If approved to remove a. & b., Change c. to a. Change d. to b. ,and change e. to c.

Section 3. Regular meetings – removed language.

Mark went back to Article IV, Section 2 (d) changed to (b) doesn't define specific officers. Mark and Candy to discuss organizational chart and officers after conference.

Sec 6 – Board of Directors quorum – no opposition.

Sec 10 Majority of Directors– no opposition.

NEW Section 12 below

Sec 12, Ex-Officio Members. (New Section)The Immediate Past President and Officers shall be an ex-officio, voting members of the Board of Directors. They are dues-paying members – no opposition.

ARTICLE V, Added *EXECUTIVE DIRECTOR AND* to title of Article. – no objection
Page 7, Section 2 (of Article V) – for the eventuality that we have an Executive Director..
Sec 4, No opposition.

ARTICLE VII, TRANSACTIONS INVOLVING A DIRECTOR CONFLICT OF INTEREST, Page 8, (c) Participation and Voting

Mark - When you declare a conflict of interest in Oregon a director can only vote if there is a tie. The member should declare when he has a conflict of interest, be it financial gain or detriment to yourself or a family member.

ARTICLE VII proposed change – REJECTED with SUGGESTED REVISION at the end of current text: 'Such director in the event of a tie, will have a vote'.

ARTICLE VIII. Reject proposed title change, replace 'fiscal' with 'calendar'. Text to read: 'The accounting year of the Corporation will be from Jan 1 through December 31.'

ARTICLE X, Page 9, no objections

ARTICLE XI, line 23 – remove 'annual' no objections

ARTICLE XIV, No opposition to proposed closing sentence including Retired members as able to serve as Committee chairs.

Where to go from here.

Current officers:

President: Candy,

VP: vacant (resigned),

Secretary: Barry Orth. He was registered for the conference and has not arrived.

Director-at-Large: Mark Kreutzer, WA State Representative: Gerry Gustafson , Oregon State

Representative: vacant, but in process according to Mark.

Our Organizational Chart has an Executive Director and apparently NAEFO has had one in the past. If there are 25 members in a state, the state has the right to be represented by one director. Where do we go from here? Candy suggests having a President, Secretary and at least 2 members-at-large.

Mark Kreutzer – We cannot vote at this meeting due to not enough members in attendance for a quorum. Elections will be postponed and those currently in office will retain their positions.

Bylaws will go back to the committee for revisions and sent to General membership to vote on the proposed bylaw revisions.

Candy asked for input to decide upon the percentage of the membership necessary to constitute a quorum.

Someone suggested sending out Proxy requests. In other organizations your proxy votes go back to the Board of Directors so they can vote for you. For the quorum, there are no rules – it can be 5%. Someone said it's too low. If legally possible 10% to be proposed for a quorum.

To Do:

Review and clarify organizational chart.

Proxy votes to be sent to Directors.

Revise quorum to 10%.

Request for input about positions to be elected. Currently have 4 and could be 8.

Look for educational grant writing assistance.

New Business:

Need Committee chairs: Membership, Legislative, Communications, Sponsorship, Education.

Mark will do Conference, Monte, Bylaws. We need someone at WFCA expo. Gerry to help if necessary.

Monte has offered to be a volunteer Executive Director and requested travel expenses be reimbursed with Board approval. And possibly develop into a salaried position in the future. Monte wants to expand NAEFO to Administrative services and other sectors? He will do the behind the scenes work. Someone said we have to do something different and it's a good idea. Mark thinks it's a decision for the Board. We would need a contract with Monte.

Jeanne added that she thinks we have about 30 members

Meeting adjourned: 12:30 pm.

Respectfully submitted,
Jeanne Ernst
Administrative Assistant