



**NEW HAMPSHIRE ASSOCIATION
OF FIRE CHIEFS, INC.
BY-LAWS**

Adopted March 10, 2011



Article I: Name

The name of the organization shall be the New Hampshire Association of Fire Chiefs, Inc.

Article II: Location of Principal Office

The principal office of the organization shall be at the residence of the secretary of the organization or United States Post Office box, to be determined by the Board of Directors.

Article III: Purpose and Powers

We, the fire chiefs and chief engineers of fire departments within the State of New Hampshire, and such other persons as we deem it proper to join with us, form ourselves into an organization to be known as the New Hampshire Association of Fire Chiefs, Inc. The purpose of which shall be to:

- Promote and Develop professionalism in all aspects of the fire service including, but not limited to emergency medical services, emergency management, and the protection of life, property and the environment.
- Promote research and effective and efficient methods of suppression, prevention, training and public education as it relates to all aspects of the fire service.
- Promote and lobby for legislative changes that will aid the fire service in carrying out its functions.
- Provide Leadership Qualities for the New Hampshire Fire Service., and such other matters as the interest of the Fire Service may, from time to time, bring to our attention.

Article IV: Membership

The association shall be comprised of both voting and non-voting membership. The Board of Directors shall establish the qualifications for voting. The Board of Directors shall also establish eligibility of the membership to hold office.

Removal of Members: The Board of Directors shall recommend to the membership that the association censure, either publicly or privately, suspend, or expel, and/or prohibit the reinstatement of a member for any violation of the most recently approved International Association of Fire Chiefs' Rules of Conduct. The Board of Directors shall establish procedures for the handling of complaints against members and for the investigation and determination thereof. In each case the member so involved shall be notified promptly.

By-Laws of the NH Association of Fire Chief's Inc.

Article V: Meetings of Members

- A. The regular meeting of the association shall be held on the second Thursday of each month at such a time and place as the Executive Committee (Officers and Board of Directors) may choose. The time, place and date may be changed by a vote of the Executive Committee (Association) or in case of emergency, by the association president.
- a. Meetings shall include but not be limited to:
- i. Opening ceremonies
 - ii. (Salute to the flag of our country)
 - iii. (Moment of silence for departed members)
 - iv. Quorum call
 - v. Welcome by the host chief)
 - vi. Reading of the recordings of the previous meeting
 - vii. Financial report by the treasurer
 - viii. Reading of communications
 - ix. Reading of applications for membership
 - x. Reports of committees
 - xi. Report of Liaisons
 - xii. (Fire Standards and Training)
 - xiii. LOSAP
 - xiv. Bureau of Emergency Communications
 - xv. HAZ-MAT
 - xvi. EMS/Trauma Coordinating
 - xvii. Fireworks
 - xviii. SERC)
 - xix. Unfinished business
 - xx. New business
 - xxi. Good and welfare of the association
 - xxii. (Report on attendance and place of next meeting)
 - xxiii. Adjournment
- B. The Annual Meeting of the association will be held on the second Thursday of April, unless changed as provided for in Article V, Section A. At this meeting, Officers and Directors shall be elected, the annual budget approved and the dues set for the subsequent year.
- C. Eleven (11) voting members from at least five (5) different communities or organizations shall constitute a quorum for the transaction of association business.

Article VI: Directors

- A. There shall be a Board of Directors consisting of five (5) voting members,
- a. Two of which shall be full-time career chiefs of department,
 - b. Two of which shall be chiefs of department of a combination, volunteer or call department.
 - c. One voting member of the Association.
- B. The Board of Directors shall be elected by ballot at the Annual Meeting of the association and shall hold their office for a two year term or until their successors are elected and qualified.

By-Laws of the NH Association of Fire Chief's Inc.

- a. One career and one call/volunteer chief shall be elected in the even years.
- b. One career and one call/volunteer and the voting member shall be elected in the odd years.
- D. Members of the Board of Directors shall be actively employed in the fire service at the time of election and be a member in good standing.
- D. The Board of Directors shall have the following duties:
 - a. Have general charge of the affairs of the association.
 - b. Review the work of the association and develop (broad) policy for the operation of the association.
 - c. Give their concurrence on prospective appointments of active members to the auditing and nominating committees as received from the association president.
 - d. At their first meeting following their election at annual meeting, they shall elect a chairman.
- E. A director may resign their position by forwarding a letter of resignation to the chairman of the board.
- F. Should any position on the Board of Directors become vacant prior to the next Annual Meeting, the remaining members of the board of directors shall be empowered to fill said vacancy.
- G. All Board Members, absent from 3 meetings in a row or over 50% of the Executive Committee meetings within the fiscal year, without approval of the Chairman of the Board of Directors, or President (or First Vice President), shall be dismissed from the board. Any such approval (from the President or First Vice President) must be put in the minutes at the meeting they are missing. The Board of Directors shall recommend to the membership that the Association censure, either publicly or privately, suspend, or expel, and/or prohibit reinstatement of a member for any violation of the most recently approved International Association of Fire Chiefs' Rules of Conduct. The Board of Directors shall establish procedures for the handling of complaints against members and for the investigation and determination thereof. In each case the member so involved shall be notified promptly.
- H. Directors shall not be compensated for their time while serving on the board but may be reimbursed for reasonable expenses occurred while acting in their official capacity as a member of the board.
- I. Directors shall be exempt from paying dues during their term of office.
- J. The immediate past president of the association, the New Hampshire director to the New England Association of Fire Chiefs and the New Hampshire director the New England Division of International Association of Fire Chiefs shall be Ex-Officio members of the board of directors.

Article VII: Meetings of the Board of Directors

- A. Shall meet not less than four (4) times each year with written record kept of their proceedings.
- B. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of board business.

By-Laws of the NH Association of Fire Chief's Inc.

Article VIII: Officers and Agents

- A. The elected officers of the association shall consist of a president, first vice president, second vice president, secretary, treasurer, and a sergeant-at-arms, and their respective duties and powers are:
- a. President
 - i. Be the official representative and spokesperson for the association.
 - ii. Serve as chairman of the executive committee.
 - iii. Appoint all committees.
 - iv. Preside at meetings of the association and executive committee.
 - v. Call a special meeting of the board of directors when so requested by a majority of the executive committee or whenever the president determines necessary, except when the president determines that an unusual Emergency exists: at least five (5) days notification shall be given and the reason for the special meeting stated.
 - b. 1st Vice President
 - i. In the absence or inability of the president to perform all the duties of the office be directed to assume the duties of the president.
 - ii. Assist the president in conducting the business and policies of the association.
 - iii. Performs such other duties as are prescribed by the president or board of directors.
 - c. 2nd Vice President
 - i. Assist the president and first vice president in conducting the business and policies of the association.
 - ii. In the absence or inability of the president or the first vice president to perform their duties, be directed to assume all the duties and responsibilities of the president.
 - iii. Perform such other duties as are prescribed by the president or board of directors.
 - d. Sergeant-at-Arms
 - i. Serve as guardian of the ballot box.
 - ii. Assist the association secretary with the examination of the credentials of voting members.
 - iii. Perform such other duties as may be required by the president or the board of directors.
 - e. Secretary
 - i. Keep proper records of all proceedings at the association, board of directors and executive committee meetings.
 - ii. Attend to all correspondence.
 - iii. Keep the necessary records and files of the association.
 - iv. Receive all monies and transfer same to the association treasurer.
 - f. Treasurer
 - i. Supervise the use of all the assets of the association with the advice and approval of the executive committee.

By-Laws of the NH Association of Fire Chief's Inc.

- ii. Ensure that all monies of the association are deposited in proper accounts and where applicable, drawing the highest rate of return consistent with the greatest safety for the association funds).
 - iii. Shall insure that all funds are collected, recorded, transferred and disbursed according to accepted accounting practice and principles, in accordance with the By-laws of the Association and the policies adopted by the board of directors.
 - iv. Shall provide a written Report to the Annual Meeting of the association on the financial condition of the association including a summary of all revenues and disbursements.
- C. All officers shall be elected by ballot at the Annual Meeting and (shall) have a term of office for one (1) year or until their successors are elected and qualified.
- D. Any member who has served one year as president of the association may be reelected to the office for another one year term. Providing, however, after having served as president for two consecutive terms, they shall not again be eligible to the office of president until the expiration of three (3) years from the latest date he/she held the office of president.
- E. Any member of the association seeking election to the office of president, first vice-president, second vice-president, and sergeant-at-arms shall be actively employed in the fire service at the time of election and a voting member, and be a member in good standing.
- F. Any member of the association seeking election to the office of secretary or treasurer shall be a voting member. (Either actively employed in the fire service at the time of election or granted life membership by the Board of Directors and be a member in good standing.)
- G. An Officer may resign their position by notifying the President in writing of their intent. The President may resign his/her position by notifying the Board of Directors of intent.
- H. Should an Officers position become vacant prior to the next Annual Meeting, the board of directors shall be empowered to fill said vacancy.
- I. Any Officer, absent from 3 meetings in a row or over 50% of the Executive Committee meetings within the fiscal year, without approval of the Chairman of the Board of Directors, or President (or First Vice President), shall be dismissed from the board. Any such approval (from the President or First Vice President) must be put in the minutes at the meeting they are missing. The Board of Directors shall recommend to the membership that the Association censure, either publicly or privately, suspend, or expel, and/or prohibit reinstatement of a member for any violation of the most recently approved International Association of Fire Chiefs' Rules of Conduct. The Board of Directors shall establish procedures for the handling of complaints against members and for the investigation and determination thereof. In each case the member so involved shall be notified promptly.
- J. Directors shall be exempt from paying dues during their term of office.
- K. Officers shall not be compensated for their time while serving at the discretion of the Board of Directors. They may be reimbursed for reasonable expenses occurred while acting in their official capacity as an Officer with approval of the Board of Directors.

Article IX: Committees

- A. The president shall establish whatever committees that may be necessary to organize and operate the association. The board of directors shall establish selection criteria for such committee(s) Committee shall include but not limited to:
- a. Auditing Committee
 - b. Nominating Committee
 - c. Legislative Committee
 - d. Professional Development Committee
 - e. Budget Committee

Article X: Contributions and Deposits

The officers and board of directors shall be authorized to accept gifts, grants and other donations on behalf of the organization. They further shall be authorized to manage such funds in the best interest of the organization. The Treasurer and an authorized agent of the Association shall be authorized to sign checks, drafts and other obligations on behalf of the organization.

Article XI: Prohibited Activities and Dissolution

A 501(c)(6) business league may further its exempt purposes through lobbying as its primary activity without jeopardizing its exempt status. However, a 501(c)(6) organization that engages in lobbying may be required to either provide notice to its members regarding the percentage of dues paid that are applicable to lobbying activities, or pay a proxy tax. If at any time the Association shall cease to carry out the purpose as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization, selected by a majority of the Board of Directors of the Association, which has similar purposes and has established its tax exempt status under section 501 (3) of the Internal Revenue code of 1354 as now enacted, or as may hereafter be amended, and such assets and property shall be applied exclusively for such charitable, scientific and education programs.

Article XII: Indemnification

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 organization 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 directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in

By-Laws of the NH Association of Fire Chief's Inc.

addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such Amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the association and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XIII: Amendments

- A. The association shall have the full power at any meeting to alter, or revise these Bylaws, providing that notice of such alteration, amendment or revision has been in the hands of the active membership at least 30 days prior to the date of the intended vote.
- B. A two-thirds majority of the members present at such meeting and entitled to vote, shall be necessary for the adoption of any such alteration, amendment or revision.
- C. All amendments, alterations or revisions shall take effect immediately upon adoption by the membership unless otherwise provided.