



## ASSOCIATION BYLAWS

Membership Approval Date: November 19, 2020  
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# WASHINGTON STATE ASSOCIATION OF FIRE MARSHALS BY-LAWS

## ARTICLE I: NAME

This organization shall be known as the Washington State Association of Fire Marshals (WSAFM).

## ARTICLE II: VISION AND MISSION

The vision of the Association is to be a recognized leader and partner in community risk reduction with an emphasis in fire prevention.

The mission of the Association is to provide leadership and professional development opportunities for our members and partners through communication, education, legislation, and code development.

## ARTICLE III: MEMBERSHIP

Membership in the Association is valid for a calendar year ending December 31<sup>st</sup>, and shall be limited to those persons who meet the qualifications for membership in one of the following three categories:

*Agency:* Agency membership is available to governmental agencies engaged in providing public safety through the administration and delivery of Community Risk Reduction (CRR) services, with an emphasis in fire prevention, in Washington State. Agency membership is also available to other governmental agencies, tribal, and private corporations who engaged in similar services.

Partner: Partner membership is available to architects, engineers, consultants, fire protection system companies, and other individuals employed by private firms, entities, professional associations or organizations interested in the goals of the Association.

Retired: Retired membership is available to previous active members. The retired member must have held a WSAFM Governmental, Educational, or Agency membership in good standing and show continued interest in the goals of the Association.

#### ARTICLE IV: VOTING

Issues and elections brought before the membership shall be determined by obtaining a majority of the votes cast by eligible voting Agencies. A quorum of the membership shall not be required for voting to occur. Except for the election of officers and directors and amendments to the bylaws of the Association, voting shall occur in a manner suitable to the president sufficient to determine the issue. In the event of a tie the president shall cause subsequent votes to be cast until the required majority is obtained.

1. Agencies in good standing shall be the voting members of the Association.
2. Voting Agencies may cast a single vote in an election or to determine matters brought before the Association. The primary member from the Agency shall be the voting member identified by the Agency. The primary member must be identified a minimum of 14- days prior to the vote on the Association website or membership rolls. Proof of a member's eligibility to vote may be required prior to a member casting a vote.

3. Any voting Agency may:
  - a) Demand a count of the ayes and nays for any issue or election;
  - b) Petition the Board of Directors (hereinafter known as the 'Board') for a vote by ballot to determine an issue; or
  - c) Petition the Board to invalidate the results of an election or other vote of the Association.

Upon receiving a petition the president shall call a meeting of the Board to hear the petition. The Board may invalidate the results of a vote or election if it finds that voting occurred fraudulently or contrary to these bylaws. Requests for a vote by ballot may be granted if the board finds that such action would promote the interests of the Association.

#### **ARTICLE V: NOMINATION AND ELECTION of OFFICERS and DIRECTORS**

The election of officers and directors shall occur by ballot or voice vote at the annual business meeting of the Association. Officers shall be elected to one-year terms, and Directors of the Association shall be elected to two-year terms as identified in Appendix A. Newly elected Officers and Directors shall be installed and assume the duties of their respective position at the annual Association meeting in which they are elected or confirmed by the membership.

1. Not less than 60 days prior to the annual business meeting, the Election/Awards Committee shall solicit or make nominations to fill expiring or appointed officer and director positions from the current voting membership. Members wishing to be nominated for a position shall provide proof of membership, a letter of support from

their employer and a statement of intent for consideration to the Elections/Awards committee.

2. Not less than 30 days prior to the annual business meeting the Elections/Awards Committee shall verify the nominee's eligibility for office and publish the names and statements of intent prior to the annual business meeting.

3. The president shall issue a first call for nominations for the election of officers and directors at the beginning of the first day of the annual business meeting. The Elections/Awards committee chair (or designee) shall present the nominees to the membership at the first call for nominations.

4. After receiving the nominees from the Elections/Awards committee chair, the president shall issue a second call for nominations for the election of officers and directors from the floor of the membership. Any voting member may present a nomination for election at the second call for nominations. A floor nominee shall have not more than 24 hours to accept or decline the nomination and provide proof of membership, a letter of support from their employer and a statement of intent to the Chair of the Elections/Awards Committee, or designee, for eligibility certifications.

5. Upon hearing no nominations for election from the floor, or after receiving the nominees from the Elections/Awards Committee, the president shall declare nominations closed.

6. Voting shall occur at the annual business meeting. Where floor nominations have been made, the Chair of the Elections/Awards Committee shall report on the floor nominations and certify and recognize the eligible nominees. The president shall declare nominations closed. The vote shall be by secret ballot, or voice vote unless there is only one candidate for each position, whereby the president can declare the full slate elected by acclamation.
7. Should more than two (2) candidates be nominated for any position the president shall cause a runoff election to occur until two (2) candidates remain.
8. In the event of a tie between nominees the president shall cause subsequent ballots to be cast until the tie is broken.
9. The results of the election shall be certified and published prior to the adjournment of the annual business meeting.
10. To be eligible for the offices of Association president or vice president a person must be an Agency member.

## ARTICLE VI: BOARD OF DIRECTORS

A Board of Directors is created for the Association consisting of the president, the 1<sup>st</sup> vice president, 2<sup>nd</sup> vice president , eight directors elected at large, the immediate past president of the Association, the Executive Director of the Washington State Association of Fire Chiefs or other representative as designated by the Executive Board of the WSAFC, and the State Fire Marshal.

The Executive Director of the Washington State Association of Fire Chiefs or designee and the State Fire Marshal shall be ex-officio members, serving in an advisory capacity and shall not have voting privileges on the Board. Ex-officio members shall not be included in determining a Board quorum nor shall they be included in Executive Session. All non ex-officio Officers and Directors must be voting members in good standing of the Association at the time of their election or appointment and must remain in good standing throughout their term.

The Board shall conduct business of the Association during the interim between annual Association meetings; review and approve policies, priorities, goals, objectives, and budgets; consider and act on the recommendations of the Executive Board on policy, opinions, positions, and other statements of the Association; monitor, review and amend the legislative program of the Association; hear petitions; and otherwise conduct the business of the Association.

The Board may delegate the Executive Board the power to execute any powers of the Board, subject to the limitations or restrictions as the Board may impose. Under all circumstances, the Executive Board shall report to the Board, at its next regularly scheduled meeting, all actions taken on behalf of the Board.

The Board shall take no official action without a quorum of six Board members.

Any member of the Board of Directors who is unable to attend a Board meeting shall notify the president or a vice president in advance of the meeting the reason and circumstances surrounding the absence. At the beginning of the Board meeting all such notices shall be communicated with the Board. Two successive unexcused absences at a Board meeting may result in the position being declared vacant by a vote of 2/3's of the Board.



## ARTICLE VII: EXECUTIVE BOARD

An Executive Board is created for the Association and consists of the Officers to include, the president, the 1st vice president, 2nd vice president, and the immediate past president of the Association.

The Executive Board shall oversee the operations of the Association, including the preparation for approval of the Board the execution of the policies, priorities, goals, objectives and budgets; be responsible for the financial affairs of the Association; ensure the compliance of contracts and agreements of the Association; recommend to the membership the priority of legislative issues for the next state legislative session; review policy, opinions, positions, and other statements of the Association, and make recommendations to the Board on them; and report all activities of the Executive Board, conducted on behalf of the Board, at each Board meeting.

The Executive Board may delegate, for periods agreed to by the Board, any of its duties to any director.

## ARTICLE VIII: OFFICER AND DIRECTOR VACANCIES

In the event that an officer or director position is vacated for any reason the president shall nominate another voting member of the Association to the Board for appointment to fill the vacated position. A member so nominated shall provide proof of membership, a letter of support from their employer and a statement of intent to the Board for consideration. A majority vote of the Board shall confirm a nominee's appointment. Appointed officers and

directors shall serve until the next annual business meeting of the Association where an election will be held to fill the regular or remaining term of the position.

## ARTICLE IX: MEETINGS

Board of Directors Meetings. The Board shall meet as often as necessary to conduct the business of the Association. Board meetings shall occur at the call and under the direction of the president or upon written petition of six non ex-officio Board members.

Executive Board Meetings. The Executive Board shall meet at least every other month in between regularly scheduled Board of Directors meetings.

Association Meetings. The Association shall meet annually for a business meeting at such date, time and place as established by the Board.

Committee Meetings. Established committees of the Association shall meet as often as necessary to conduct their business. Such meetings shall occur at the call of the respective director or chair of the committee.

## ARTICLE X: FINANCIAL MANAGEMENT

The Board shall manage and account for all of the Association's funds, assets and liabilities. Such accounting shall be in accordance with generally accepted accounting principles as they apply to not for profit organizations. The Board shall cause a financial audit of the Association to occur after the re-election of the president. The results of the audit together with

appropriate financial statements shall be provided to the membership at the annual business meeting.

The Board is authorized to enter into contracts or agreements with any public or private agency to administer the Association's funds and programs, prepare financial reports and statements or to conduct financial audits as required. In the event that the annual financial audit is conducted internally, the Board shall appoint at least three members of the Association to conduct the audit, report the audit's findings to the Board and prepare appropriate reports and financial statements for the annual business meeting.

#### ARTICLE XI: AMENDMENTS

The Association is authorized to amend and revise any portion of these bylaws. Amendments shall be considered and either approved or rejected by a ballot or voice vote of the membership at the annual business meeting of the Association. A two-thirds majority vote is required to approve a bylaw amendment.

Any voting member may propose an amendment to the bylaws by submitting the amendment together with supportive statements to the Board at least 60 days prior to the annual business meeting. The Board shall consider the amendment and recommend for or against its adoption. Proposed amendments and the Board's recommendation shall be published at least 30 days prior to the annual business meeting. The president is authorized to appoint a committee of at least three voting members of the Association to research, consider and recommend proposed amendments on the Board's behalf.

The president shall introduce all proposed amendments together with the Board's recommendation and the reasons for the recommendation to the membership at the annual business meeting. The amendments sponsor, the board, proponents and opponents of the amendment will be allowed the opportunity to speak to and discuss the amendment prior to voting.

## ARTICLE XII: TERMINATION OF MEMBERSHIP

The Board may terminate the membership of any Board or Association member for acts detrimental to the Association by an affirmative vote of two-thirds of the membership of the Board, providing that such member shall first be afforded a hearing by the Board.

## ARTICLE XIII: COMMITTEES

Committees, standing or ad hoc, shall be created and tasked by a majority vote of the Board. The president shall appoint the members of any and all committees as may be required. All committees created by the Board shall be subordinate and subject to the direction of the president or their designee.

## ARTICLE XIV: CONDUCT OF BUSINESS

Robert's Rules of Order newly revised, 11th edition, shall govern this Association in the conduct of its business, unless otherwise specifically stated in these by-laws.

## RECORD OF REVISIONS

Last Revision Date	November 2020
Revision Date	October 2019
Revision Date	October 2017
Revision Date	October 2013
Revision Date:	October 2012
Revision Date:	October 2007
Revision Date:	May 2006
Revision Date:	October 2001
Original Dated:	September 1999

## APPENDIX “A” - Officers and Board of Directors – Terms of Office

<b>Position</b>	<b>Function</b>	<b>Term Expires (years)</b>
President		Annually
1 <sup>st</sup> Vice President		Annually
2 <sup>nd</sup> Vice President		Annually
Immediate Past President		Annually
Director Position 1		Odd
Director Position 2		Even
Director Position 3		Odd
Director Position 4		Even
Director Position 5		Odd
Director Position 6		Even
Director Position 7		Odd
Director Position 8		Even

Annual officer elections will be held during the 2021 Association Meeting.

## APPENDIX “B” - Board Position Descriptions & Responsibilities

### PRESIDENT

Acts as the official visible and vocal advocate of the Association. Speaks on behalf of the Association and Board. Presides at all Annual Business Meetings. Responsible for demonstrating and maintaining the professionalism and integrity of the Association.

Establishes work plans, committee assignments, prepares agendas for and presides over Board of Directors meetings and directs the business of the Association consistent with its bylaws.

Will assign key Association functions to the Directors.

### 1st VICE PRESIDENT

Acts in the absence of the president. Assists the president as applicable. Facilitates, supports and is a resource for the business of the Association and its directors, committees, and members. Presides over nominating committee, auditing committee, and reviews by-laws for proposed changes. After completing a term as 1<sup>st</sup> vice president, the incumbent shall normally be nominated to serve as president of the Association.

### 2nd VICE PRESIDENT

Acts in the absence of the president and 1<sup>st</sup> vice president. Assists the president and 1<sup>st</sup> vice president as applicable. Facilitates, supports and is a resource for the business of the Association and its directors, committees, and members. After completing a term as 2<sup>nd</sup> vice

president, the incumbent shall normally be nominated to serve as the 1<sup>st</sup> vice president of the Association.

## DIRECTOR POSITIONS 1 – 8

Directors represent the membership of the Association; coordinate and facilitate the accomplishment of the Association's work plan and other business; attend Board and other meetings; liaison between the Association, its members and allied groups and organizations; and, perform duties as needed to support the Association's mission and goals. Directors may be assigned chair, support or other capacities in committees or work groups established in standing or ad-hoc capacities to meet the needs of the Association. Directors will be assigned functions by the president to ensure the vision and mission of the Association are met.

## IMMEDIATE PAST PRESIDENT

Upon election of incoming president, the outgoing president becomes the immediate past president with voting rights. This position supports and is a resource for the business of the Association and its directors, committees, and members.



## APPENDIX “C” – Dues and Fees

Membership dues are valid for up to one calendar year ending December 31<sup>st</sup> and are as follows:

### AGENCY

Cities, Departments, Districts, Regional Fire Authorities (based on assessed value published in the current Washington Fire Service Directory)

0-50 Million	Free
50-100 Million	Free
100-200 Million	\$165
200-300 Million	\$231
300-500 Million	\$297
500-999 Million	\$416
1-3 Billion	\$594
3-6 Billion	\$743
6-10 Billion	\$924
10 Billion +	\$990
Other Classifications	
Port Agencies	\$990
County Agencies	\$990
State Agencies	\$675
State Fire Marshal’s Office	\$990
Tribal Nations	\$990
Outside WA State Agencies	\$990

Federal Agencies	\$990
Private Corporations	\$990

The Agency membership level shall include an annual webinar series which would provide an opportunity to gain 1 preferred provider CEU for each of their individual members at no additional cost.

PARTNER	\$100.00
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RETIRED	\$0.00
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The Board is authorized to increase membership dues by the cost of living for Seattle-Bremerton-Tacoma for clerical workers (CPI-W) based on June figures. Dues based on this figure can aggregate until such time an increase is decided by the Board. Notification of any dues increase will be sent to all members no later than 30 days after the CPI figures are posted.

The Board is authorized to establish a fee schedule which will be ratified with the annual budget for the purposes of advertising and sponsorships of the Associations website, publications, and events.