



Washington Fire Chiefs BYLAWS

NAME:

This corporation shall be known as the Washington State Association of Fire Chiefs, doing business as (DBA) Washington Fire Chiefs (WFC).

MISSION & GOALS:

The WFC has articulated and adopted a Mission Statement and Strategic Goals in the Association's Strategic Plan document. The current mission of the WFC is: Providing leadership through service, education and advocacy.

The Strategic Goals are reviewed annually and updated as necessary by the Board of Directors and membership at least every three to five years. In addition, the approved Strategic Plan shall be reviewed and adopted by the membership at the Annual Meeting.

PURPOSE:

As the representative of choice for career and volunteer leaders of fire, rescue and emergency medical services throughout Washington State, the WFC strives to support and enhance the work of those leaders and organizations in order that they may best provide for the protection of people and the environment from the occurrence and outcomes of fires, medical emergencies and other natural, technological and human-behavior-caused emergencies. The foundational purpose of this organization is to serve, educate, and lead its membership. The WFC will seek to advance their Mission and Strategic Goals through relationships with allied organizations, industry associations and other groups and agencies that advocate for safe, sustainable and effective fire protection and public safety services.

VISION:

- Our state based focus provides high quality services that are responsive to the changing needs of our members and external agencies.
- We can create an environment that provides open, timely and relevant communication both internally and externally.

- Legislative advocacy will be a primary focus.
- High quality education and professional development meets the diverse needs of our members.
- We value each other, the members we serve, and our commitment to the Washington Fire Chiefs Mission.

VALUES

- **Embracing innovation**
- **Building collaborative relationships**
- **Respecting the diversity of people, sections and organizations**
- **Promoting accountability**
- **Ensuring accountability**
- **Ensuring responsiveness**
- **Establishing and maintaining effective communications**
- **Serving with integrity**
- **Providing technical guidance**
- **Honoring the traditions of duty, courage and public service**

ARTICLE I: MEMBERSHIP

All members of the Washington State Association of Fire Chiefs, DBA Washington Fire Chiefs shall meet the requirements of at least one of the membership categories as set forth in Section 1 through 6 below.

Section 1. Active Members

Administrative officers of a fire department, district, regional fire authority, port authority, or other organized fire protection agency, here after called fire agency or agencies, in the State of Washington, i.e., fire chief, deputy chief, assistant chief, battalion chief or such other title(s) as may be used, , the Fire Marshal of the State of Washington and one Fire Marshal from each County who devotes their energies to the enforcement of the fire code. Active members shall be voting members.

Section 2. Section Members

Members of Sections as provided by Article XIII. Sections members shall be nonvoting members unless otherwise qualified. Retired members are able to serve within a Section in accordance to any Section Protocols and shall have all rights contained therein.

Section 3. Associate Members

Fire apparatus companies, fire equipment companies, fire insurance companies, rating bureaus, boards of underwriters, or other fire service related businesses that share our mission, values and purpose and other interested persons who are not eligible for active membership. Associate members shall be nonvoting members.

Section 4. Honorary Lifetime Members

Honorary Lifetime Membership may be conferred upon any person who has rendered outstanding service to the Association, its aims and purposes, provided that such membership shall be recommended by the Board of Directors and receive a two-thirds majority vote of the members present and voting at the Conference. Honorary Lifetime members shall be entitled to participate fully in the affairs of the Association with the exception of holding elective office, serving on the Board of Directors, and voting privileges. Honorary Lifetime Membership shall be submitted to the Board of Directors at least sixty (60) days prior to the Conference. Honorary members are members for life and shall not pay annual dues.

Section 5. Past Presidents

Each Past President of this Association shall be enrolled as a Life Member. Life members shall be nonvoting members unless otherwise qualified and shall not pay dues.

Section 6. Retired Members

Retired Members shall be those Active Members who have retired from the fire service and were former active members of this Association. Retired Members shall be entitled to participate in all affairs of the Association but shall not be entitled to hold elective offices unless otherwise qualified. Retired members are eligible to serve as Section Chairperson for remainder of their elected term.

Section 7. County Fire Chiefs Associations/Organizations

County Fire Chiefs Associations/Organizations are affiliated with and are an essential part of the WFC for Communications, Membership, Coordination and Representation at the County Level.

There are no WFC Membership requirements; however, all Chief Fire Officers are encouraged to be members of and participate in their respective County Chiefs Associations/Organizations in accordance with local membership requirements.

Section 8. Termination of Membership

In accordance with the WFC Code of Ethics and WFC Code of Conduct and WFC Rules of Conduct Enforcement Process, the Board of Directors may, by a two-thirds vote of its membership, terminate the membership of any member for acts detrimental to the Association or the Fire Service.

ARTICLE II: OFFICERS, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Qualification

Any active member is qualified to hold an office in the Association

Section 2. Officers

The officers of this Association shall be:

- President
- Vice President

Section 3. Directors

There shall be eight (8) at-large directors. Director positions shall be numbered 1 through 8. A member seeking election to a director position shall declare, at the time of nomination, the position number sought by that nominee

Section 4. State Vice President of the Western Fire Chiefs Association

There shall be one (1) active member elected to serve as the Washington State Director to the Western Fire Chiefs Association.

Section 5. Board of Directors

The Board of Directors shall be comprised of twelve (12) members as follows:

- Two officers of the Association
- The immediate Past President
- Eight elected directors of the Association
- The Washington State Director to the Western Fire Chiefs Association

The State Fire Marshal, and the President of the Washington State Association of Fire Marshals shall be ex-officio, nonvoting members.

Section 6. Executive Committee

The Executive Committee shall be comprised of three (3) members as follows:

- Two officers of the Association
- One (1) director

The director member shall be elected to the Executive Committee by the Board of Directors.

ARTICLE III: ELECTIONS

Section 1. Nominations Chair

The most immediate past president that is an active member of the Association shall serve as the Nominations Chair. If he/she is unable or unwilling to serve, the current president shall appoint a Nominations Chair.

Section 2. Nominations

Nominations for the officers and directors of the Association may be made by any active member(s) as follows:

- Call for nominations shall be sent to the membership at least 60 days prior to annual conference.
- Written nominations should be submitted to the Nominations Chair, with written support for the nominee by their employer, prior to the opening of the annual meeting, or

(c) Open nominations from the floor are called for during the annual meeting of the Association. One call for open nominations shall be made during the annual meeting before nominations are closed. Nominations may be made or endorsed by any active member, with written approval of the nominee's employer. No second is required for a nomination.

Section 3. Acceptance of Nominations

Any qualified member nominated for office shall be accepted as a nominee subject to acknowledgement and approval of their candidacy from their fire service employment superior(s).

Section 4. Nomination Report

The Nominations Committee shall report the nominations for the offices of the Association to the membership at the annual meeting.

Section 5. Election Committee

An Election Committee of three (3) active members of the Association shall be appointed by the President at the annual meeting of the Association. The Election Committee shall oversee the campaign activities and conduct the election, as prescribed by the Board of Directors.

Section 6. Election

All open elective positions shall be filled by a simple majority vote of the active members present and voting at the annual meeting of the Association. In the event of three or more candidates for a position and if a majority (50% plus one of the votes cast) is not reached, the candidate receiving the least number of votes shall be dropped with each succeeding ballot. At the completion of the election, the Election Committee shall count the ballots and report the results to the President. The President shall report the election results to the membership before the close of the annual meeting, and direct that the ballots be destroyed.

ARTICLE IV: TERMS OF OFFICE

Section 1. Term of Office for Officers and Directors

The elected officers of the Association shall consist of a president, vice president, and Board of Directors all of whom shall be elected in accordance with Article III. The president and vice president shall each have a term of office for one (1) year or until the next annual conference when their successors shall take office. Members serving in the position of president and vice president may serve multiple, consecutive one year terms. Director positions 1-3-5-7 shall be elected in odd numbered years and positions 2-4-6-8 shall be elected in even numbered years.

Section 2. Term of Office for Washington State Director to the Western Fire Chiefs Association

The State Director to the Western Fire Chiefs Association shall be elected for a term of three (3) years or to fill an unexpired term. Except as provided in Article VI Section 3 the State Director shall be elected beginning in 2017 and every (3) three years thereafter,

Section 3. Installation of Officers

All officers shall enter upon their official duties following their formal installation, which shall be done at the annual meeting.

ARTICLE V: DUTIES OF OFFICES

Section 1. President

The President of the Association shall:

- a) Preside over all meetings of the Association, the Board of Directors, and the Executive Committee.
- b) Sign all orders duly granted by the Association and the Board of Directors.
- c) Appoint all standing committee chairs.
- d) Appoint committees as deemed necessary to carry out the purposes of the Association.
- e) Recommend members of the Association for appointment to the committees of the Western Fire Chiefs Association after consultation with and advice from the State Director to the Western Fire Chiefs Association.
- f) Present to the Nominations Committee of the International Association of Fire Chiefs any candidates for IAFC office from the Washington Fire Chiefs.
- g) At the annual meeting of the Association, appoint:
 - 1) A person in attendance to serve as parliamentarian.
 - 2) An Elections Committee comprised of three (3) active members in attendance, in accordance with Article III, Section 6.
- h) Appoint individual officers and directors of the Association to serve as regional representatives.
- i) Perform duties and functions of the Association as the official Association representative.
- j) Perform such other duties as are ordinarily performed by a presiding officer or as may be required by the Association.

Section 2. Vice President

The Vice President of the Association shall:

- a) Be the liaison to the financial review committee of the Association.
- b) Be the first line of succession for a vacancy of the President's position.
- c) Perform the duties of the president in his absence or inability to serve.
- d) Perform other duties as assigned by the President.

Section 3. Immediate Past President

The Immediate Past President of the Association shall:

- a) Act as a knowledge resource to ensure consistency and continuity in actions taken by the President and Board of Directors.
- b) Provide support and assistance to the President and Board of Directors to assure that projects or issues from previous years are completed and addressed as necessary.

- c) Represent the Association on committees and other appropriate assignments by the President or Board of Directors.
- d) Chair the Association's nominating committee in accordance with Article III.

Section 4. Washington State Director to the Western Fire Chiefs Association

The Washington State Director to the Western Fire Chiefs Association shall represent the Washington State Association of Fire Chiefs to the Board of Directors of the Western Fire Chiefs Association.

Section 5. Directors

The Directors of the Association shall:

- a) Attend all meetings of the Board of Directors unless excused by a majority vote of the Board in accordance with Article 7, Section 4.
- b) Attend all business sessions of the Association at the annual meeting.
- c) Individually serve as regional representatives of the Association as appointed by the president.
- a) The Director elected to the Executive Committee shall coordinate the activities of the committees and activities of the Association
- e) Directors shall be liaisons to County Fire Chiefs Associations/Organizations within their assigned region and facilitate Communications, Coordination, Membership, and meeting shared goals of the WFC and the County Fire Chiefs Association/Organizations.

Section 6. Lobbyist

The WFC in addition to the Executive Director may retain a lobbyist who serves the WFC at the direction of the Executive Director, the Board of Directors, and the Legislative Committee. The lobbyist will represent the interests of the WFC.

Section 7. Committee Members (General)

Active members of this Association may serve on ad-hoc and standing committees on behalf of and representing the Association. The Board of Directors shall have the authority to appoint any and all committees deemed necessary to carry out the objectives of this Association, and shall be an Ex-Officio member of each committee.

ARTICLE VI: VACANCIES IN OFFICES

Section 1. President

A vacancy in the office of president shall be filled by the vice president.

Section 2. Vice President

A vacancy in the office of vice president shall be filled by the director elected to the Executive Committee.

Section 3. Director or State Director to the Western Fire Chiefs Association

A vacancy in the office of director or the State Director to the Western Fire Chiefs Association shall be filled by a majority vote of the Board of Directors, until the next general election. The position shall be filled by election for the remaining unexpired term only.

Section 4. A vacancy in the office of immediate past president may be filled by the Board of Directors through an appointment of an individual who has served as President of the Association.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors shall:

- a) Conduct all business of the Association during the interim between annual meetings.
- b) Review and approve the policies, priorities, goals, objectives and budgets of the Association.
- c) Consider and act on the recommendations of the Executive Committee on policy, opinions, positions and other statements of the Association.
- d) Designate an Executive Director for the Association.
- e) Approve the employment contract with the Executive Director.
- f) Determine the amount of the bond for the Executive Director.
- g) Review and approve the operating protocols and budgets of the Sections
- h) Monitor, review and amend the legislative program of the Association.

Section 2. Delegation of Powers

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

Section 3. Meetings

The Board of Directors shall meet at the call of the president or upon the written petition of any three Board members, but not less than six times a year.

Section 4. Absence

Any member of the Board of Directors who is unable to attend a Board meeting shall notify the President and the Executive Director 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 VIII: EXECUTIVE COMMITTEE

Section 1. Powers and Duties

The Executive Committee shall:

- a) Oversee the operations of the Association, including the preparation, for the approval of the Board of Directors, and subsequent execution of the policies, priorities, goals, objectives and budgets.
- b) Be responsible for the financial affairs of the Association, including:
 - 1) The Executive Committee shall select a financial committee to provide oversight on financial activities of the Association. The financial committee shall assure that an outside audit is performed whenever a new Executive Director is selected. The finance committee shall review the WFC financial policies on a regular basis to assure proper accounting practices are in place and updated as needed. An internal audit will be conducted by the Financial Committee every two years.
 - 2) Review of employee salary and benefit programs for compliance with law and Association policy.
 - 3) Review and recommend to the Board of Directors appropriate internal controls for Association funds and resources.
- c) Review, at least every two years, the need, function, purpose and duties of all Committees and Sections, and recommend changes to the Board of Directors.
- d) Ensure compliance with contracts and agreements of the Association.
- e) Recommend to the membership at the annual meeting the priority of legislative issues for the next state legislative session as well as any recommendations to appropriate organizations regarding national codes, standards, legislation and initiatives.
- f) The Executive Director, contract lobbyist and Legislative Committee Chair shall review legislative priorities and prioritize strategies and methodologies for each legislative session.
- g) Review policy, opinions, positions and other statements of the Association, and make recommendations to the Board of Directors on them.
- h) Report all activities of the Executive Committee, conducted on behalf of the Board, at each Board meeting.

Section 2. Delegation of Duties

The Executive Committee may delegate, for periods agreed upon by the Board, any of its duties to the President, Vice-President, the Executive Director, or any other officer of the Association

Section 3. Meetings

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

Section 4. Records of Actions Taken

The Executive Committee shall record, document and distribute to the Board of Directors a record of all actions taken.

ARTICLE IX: EXECUTIVE DIRECTOR

Section 1. Executive Director

The Executive Director shall be directly responsible to and serve at the pleasure of the Board of Directors in accordance with the terms and conditions of an employment contract between the Association and the Executive Director. The duties of the Executive Director are contained within the Executive Director position description and employment contract.

Section 2. Duties of the Executive Director

The Executive Director of the Association shall:

- a) Maintain oversight of all financial transactions and record.
- b) Maintain a quality work environment for all WFC employees.
- c) Develop policies and procedures for the management of the Association.
- d) Act as a liaison and foster partnerships with allied agencies.
- e) Represent the Association to the Washington State Legislature.
- f) Make a full and complete activity report at each annual meeting of the Association.

ARTICLE X: MEETINGS OF THE ASSOCIATION

An annual conference and business meeting of the Association shall be held once each calendar year at the time and place designated by the Board of Directors.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Association shall be the October 1 to September 31.

ARTICLE XII: DUES

Section 1. Membership Dues

The amount(s) of the membership dues shall be as recommended by the Executive Director, proposed by the Board of Directors and confirmed and established by a simple majority vote of the members of the Association present and voting at an annual meeting.

Section 2. Changes in Dues

Changes in the annual dues may be made in accordance with Section 1 above only after written notice of proposed changes given thirty (30) days prior to the annual meeting to all active members.

Section 3. Benefit of Dues

The annual dues of active members shall entitle them to all of the benefits and amenities of membership, including all official publications of the Association.

ARTICLE XIII: SECTIONS

Section 1. Authorization

The Board of Directors may authorize Sections, under the parent Association, whose interests are directly beneficial to the purposes of the Washington Fire Chiefs.

Section 2. Membership

All members of the WFC Sections shall meet the requirements of at least one of the membership categories as set forth below.

a) Active.

(1) An active member of a Section of the Association must either belong to a fire agency that has at least one officer who is an active member of the Association or be an employee or representative of a firm or business that is an associate member of the Association or Affiliate of the Section.

(2) Employees of a nonmember fire agencies may join as an individual Section member. Dues shall be the same as set for Active Membership.

(3) Individuals, with goals common to a specific Section, who are members of non-fire related public sector organizations may be an Active member if approved in the Section Protocols and approved by the WFC Board of Directors.

b) Affiliate.

Fire apparatus companies, fire equipment companies, insurance companies, private commercial vendors and interested persons who are not eligible for active membership may be affiliate members of a Section.

Section 3. Section Officers

To be eligible to serve as a chairperson, vice chairperson, secretary-treasurer or director of a Section, a person must be an active member of the Section as defined in the Section Protocols. Sections with approved non-fire public sector active members must have at least two-thirds majority of its officers be from member fire agencies.

Section 4. Operating Protocols

All Sections shall file operating protocols that have first been approved by that Section Board and any amendments thereto to the Board of Directors of the Washington Fire Chiefs for review and approval.

Section 5. Budget and Finance

Each Section shall prepare an annual budget to be submitted to the Board of Directors of the Washington Fire Chiefs for review and approval. The annual budget shall indicate all planned revenues and expenditures with appropriate statements of explanation and justification. All Section expenditures shall be authorized by the WFC before the expenditure is made or contracted for pursuant to WFC policy.

ARTICLE XIV: RESOLUTIONS

Section 1. Resolutions

A resolution is a formalized motion declaring the position of the Association. A resolution is normally comprised of statements of supporting rationale followed by a statement of position, and may include a directive.

Section 2. Preparation and Submittal of Resolutions

Resolutions may be prepared by any member, the Board of Directors, Committee or Section for consideration by the membership at the annual meeting. Resolutions shall be prepared and submitted in accordance with the procedures and in the form established by the Board of Directors. Written copies of final resolutions shall be provided to the membership prior to final consideration and action. Non-complying resolutions shall be considered only as simple motions.

Section 3. Action on Resolutions

The members attending the annual meeting shall, by majority vote, accept or reject resolutions. A resolution may be amended within its original scope by the membership. Amendments not within intent and scope shall be rejected as out of order.

Section 4. WFC Board Resolutions

The WFC board of Directors may adopt board resolutions and position papers to support the mission and goals of the Association with a two thirds majority vote of the board. The membership shall be made aware of this board resolution and position papers by “member alert” email and notified in the conference materials during the annual conference business meeting.

ARTICLE XV: POLICIES AND PROCEDURES

Section 1. To provide uniform and consistent accomplishment of the Articles of this Bylaws, the Board of Directors shall adopt policies clearly describing the methods and procedures of this Association.

Section 2. The officers of the Association shall be provided copies of Association policies within sixty (60) days of adoption.

Section 3. The Board of Directors shall cause all WFC policies to be reviewed on an annual basis.

ARTICLE XVI: RULES OF ORDER

Section 1. The presiding officer shall preserve order and decorum while presiding.

Section 2. Robert's Rules of Order shall govern the conduct of all meetings of the Association and the Board of Directors.

ARTICLE XVII: AMENDMENT OF BYLAWS

Section 1. Proposals for Amendment

Proposals for amendment of these Bylaws may be made by the Board of Directors or by petition of ten (10) or more active members of the Association.

Section 2. Notice

Proposals for amendment to the Bylaws shall be sent to all active members of the Association at least thirty (30) days prior to the annual meeting at which the proposals are to be considered.

Section 3. Approval at Annual Meeting

A proposed amendment to the Bylaws of the Association shall require the approval of two-thirds of the active members present and voting at an annual meeting.

Section 4. Emergency Bylaws Change

The Board of Directors, by unanimous action only, may propose an emergency Bylaws amendment at an annual meeting without the notice required by Section 2 above. Such a proposal shall require the approval vote of three-fourths (75 percent) of the active members in attendance at the annual meeting.

Adopted June, 1994
Amended June, 1999
Amended June, 2003
Amended June, 2005
Amended July, 2006
Amended July, 2008
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Amended March, 2013
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