

**COLORADO STATE FIRE CHIEFS' ASSOCIATION
CONSTITUTION AND BYLAWS
(Revised 2004)**

CONSTITUTION

ARTICLE I

Name, Purpose and Headquarters

1.1 Name

This organization shall be known as the Colorado State Fire Chiefs' Association, hereinafter referred to as the "Association".

1.2 Purpose

The purpose of this organization is to further the professional advancement of the fire service to ensure and maintain greater protection of life and property from fire, natural and man-made disaster, or other sudden emergencies. To carry out this purpose, the Association shall:

- (a) Provide for the assembling at regularly scheduled meetings, chief fire officers and other interested persons to discuss ways and means for the betterment of the fire service and to develop a bond of friendship and understanding among its members;
- (b) Serve as the recognized organization in Colorado for the collection and exchange of ideas, information, knowledge and experience in areas affecting the fire service;
- (c) Develop and effectuate programs dedicated to the betterment and continual well-being of the fire service and to the attainment of its goals and objectives;
- (d) Cooperate with all organizations to promote programs that further the goals and objectives of the fire service;
- (e) Provide for review of legislative developments in the Colorado Legislature and react to those affecting the fire service, in a non-partisan, coordinated manner.
- (f) Develop appropriate legislation as approved and/or directed by the membership, identify supportive legislators, and take steps necessary for successful introduction and passage;

- (g) Support and encourage the delivery of pre-hospital emergency medical services by the fire service to reduce morbidity from trauma and acute illness; and
- (h) Serve as a member state association within the Missouri Valley Division of the International Association of Fire Chiefs.

1.3 Headquarters

There shall be maintained a permanent headquarters in Denver, Colorado, or at such place as the Board of Directors shall decide.

1.4 Human Dignity Statement

As cultural diversity increases among the American people, that change is being reflected in the composition of the fire and emergency services personnel. The Colorado State Fire Chiefs Association recognizes the uniqueness of each individual and supports human dignity by:

- Ensuring equal opportunity to all citizens, employees and volunteers;
- Regarding a diverse workforce and community as a resource that enriches everyone through the sharing of different perspectives, experiences, and ideas;
- Prohibiting all discrimination and harassment and encouraging all employees to communicate and behave in a manner that is sensitive to the differences, interests, and viewpoints of others;
- Supporting affirmative employment practices and policies on behalf of all persons irrespective of race, color, creed, national origin, ancestry, religion, gender, age, sexual orientation, familial status, physical disability, military status, or career or volunteer affiliation;
- Continuing to identify and eliminate barriers to employment and career development of all persons irrespective of race, color, creed, national origin, ancestry, religion, gender, age, sexual orientation, familial status, physical disability, military status, or career or volunteer affiliation;
- Removing barriers to effective teamwork through collaboration, problem solving and the constructive resolution of conflicts.

1.5 Code of Ethics

The Colorado State Fire Chiefs recognizes that its members are held to a higher standard of conduct than other members of our community. The Colorado State Fire Chiefs shall follow the Code of Ethics established by the International City/County Managers Association to guide the conduct of its members.

- Tenet 1. Be dedicated to the concepts of effective and democratic local government by responsible elected officials and believe that professional general management is essential to the achievement of this objective.
- Tenet 2. Affirm the dignity and worth of the service rendered by government and maintain a constructive, creative, and practical attitude toward local government affairs and a deep sense of social responsibility as a trusted public servant.
- Tenet 3. Be dedicated to the highest ideals of honor and integrity in all public and personal relationships in order that the member may merit the respect and confidence of the elected officials, or other officials and employees, and of the public.
- Tenet 4. Recognize that the chief function of local government at all times is to serve the best interest of all the people.
- Tenet 5. Submit policy proposals to elected officials; provide them with facts and advice on matters of policy as a basis for making decisions and setting community goals; and uphold and implement local government policies adopted by elected officials.
- Tenet 6. Recognize that elected representatives of the people are entitled to the credit for the establishment of local government polices; responsibility for policy execution rests with the members.
- Tenet 7. Refrain from all political activities which undermine public confidence in professional administrators. Refrain from participation in the elections of the members of the employing legislative body.
- Tenet 8. Make it a duty to continually improve the member's professional ability and to develop the competence of the associates in the use of management techniques.
- Tenet 9. Keep the community informed on local government affairs; encourage communication between the citizens and all local government officers; emphasize friendly and courteous service to the public; and seek to improve the quality and image of public service.

- Tenet 10. Resist any encroachment on professional responsibilities believing the member should be free to carry out official policies without interference, and handle each problem without discrimination on the basis of principle and justice.
- Tenet 11. Handle all matters of personnel on the basis of merit so that fairness and impartiality govern a member's decisions, pertaining to appointments, pay adjustments, promotions, and discipline.
- Tenet 12. Seek no favor; believe that personal aggrandizement or profit secured by confidential information or by misuse of public time is dishonest.

1.6 Violation of the Code of Ethics.

Any member who feels that another member has violated the Code of Ethics may make a formal complaint to the Board of Directors of the Colorado State Fire Chiefs Association. The formal complaint must be made in writing and must describe which Tenet(s) were violated, the actions which gave rise to the complaint, the dates and places where the actions occurred, and be signed by the complaining member. Upon receipt of a formal complaint the Board of Directors will take the following actions:

- Review of the complaint to determine if there was in fact a violation.
- If the initial review indicates that there may have been a violation, the Board of Directors may conduct an investigation to determine the validity of the complaint. The accused member will be provided a copy of the complaint and afforded the opportunity to respond to the complaint in writing within 15 days of receipt of notice of investigation. The investigation must be completed within 60 days from the receipt of the complaint. The investigation may in no way impede any criminal or disciplinary investigation being conducted by a local agency.
- If the investigation determines that the complaint is not valid, the Board of Directors will notify the complainant and the accused of this finding in writing.
- If the investigation determines that the complaint is valid, the Board of Directors may issue a Public or Private censure of the accused member. The private censure will be sent to the accused member and the complainant. A copy will be retained in the files of the Board of Directors. A public censure will be sent to the accused member, the complainant, and all members of the Colorado State Fire Chiefs Association.
- Public censure will be available for review by any party upon written request.

ARTICLE II Membership

2.1 Membership

Membership will be assigned to the Region in which the member resides, as defined below, or as the Board of Directors shall decide. Any member representing an area with metropolitan interest may be an ex-officio member of the Denver Metropolitan Fire Chiefs' Region, but must also be a member of their own geographical region.

2.2 Regions

The Association shall be composed of nine subordinate geographical regions, namely the Colorado State Fire Chiefs' Association Northwestern Region; the Denver Metropolitan Region The Colorado State Fire Chiefs' Association Northcentral Region; The Colorado State Fire Chiefs' Association Northeastern Region; The Colorado State Fire Chiefs' Association Southwestern Region; and The Colorado State Fire Chiefs' Association Southeastern Region; The Colorado State Fire Chiefs' Association South Region; The Colorado State Fire Chiefs' Association Southcentral Region; The Colorado State Fire Chiefs' Association San Luis Region; The Colorado State Fire Chiefs' Association West Region. These regions may or may not be organized; however, if organized they shall operate under the corporate structure of the Association. They shall be governed by this Constitution and Bylaws, or in the alternative, their own constitution and bylaws which shall be approved by the Board of Directors and be consistent with this Constitution and Bylaws. All activities of said regions shall be subservient to the Association. Each region shall have one representative on the Board of Directors. These geographical regions are identified by the counties contained within them, as follows (and depicted on the map include herein as Appendix A):

- (a) Northwestern Region: Includes the counties of Eagle, Garfield, Grand, Jackson, Mesa, Moffat, Pitkin, Rio Blanco, Routt, and Summit.
- (b) Northcentral Region (also known as the Denver Metropolitan Fire Chiefs' Association). Includes the counties of Adams, Arapahoe, Boulder, Broomfield, Clear Creek, Denver, Douglas, Elbert, Gilpin, and Jefferson, as well as any member representing an area with metropolitan interest and wishing to be a member of this Region as well as their own geographical region.
- (c) Northeastern Region: Includes the counties of Cheyenne, Kit Carson, Larimer, Lincoln, Logan, Morgan, Phillips, Sedgwick, Washington, Weld, and Yuma.

- (d) Southwestern Region: Includes the counties of Archuleta, Dolores, La Plata, Montezuma, San Juan.
- (e) Southeastern Region: Includes the counties of Baca, Bent, Crowley, Kiowa, Otero, and Prowers.
- (f) Southcentral Region: Chaffee, El Paso, Lake, Park, and Teller.
- (g) South Region: Custer, Fremont, Huerfano, Las Animas and Pueblo.
- (h) San Luis Region: Alamosa, Conejos, Costilla, Mineral, Rio Grande and Saguache.
- (i) West Region: Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel.

2.3 Sections

Subject to the approval of the Board of Directors, sections may be established to carry out detailed activities in specialized, fire-service related fields, consistent with the purpose of the Association. The following sections are established by this Constitution and Bylaws: Fire Marshals' Section (also known as Fire Marshals' Association of Colorado); Fire Training Officers' Section (also known as the Colorado Fire Training Officers Association); EMS Fire Officers' Section (also known as Colorado EMS Fire Officers' Association); Fire Safety Educators Section (also known as Fire Safety Educators of Colorado), the Combination Section and Colorado Fire Chiefs Fire Service Mechanics Section (dba as Colorado Fire Mechanics Association).

Any additional organization whose active membership is composed entirely of active members of the fire service shall submit proposals for the establishment of Sections to the Board of Directors at least 60 days prior to the annual meeting. Sections may organize under their own constitution and bylaws providing such sections shall operate under the corporate structure of the Association and their constitution and bylaws shall be approved by the Board of Directors and be consistent with this Constitution and Bylaws. All activities of said sections shall be subservient to the Association. Each section shall have one representative on the Board of Directors.

2.4 Affiliated Organizations

Subject to the approval of the Board of Directors, affiliated organization status may be conferred to any organization (subject to certain criteria) that supports the goals and objectives of the Association and is interested in affiliation. In order to affiliate with the Association, a special interest group must have a fire service purpose and at least one-fourth of its members must represent fire departments or fire districts.

Any special interest group wishing to affiliate with the Colorado State Fire Chiefs' Association must make application to the Board of Directors at least 60 days prior to the regular meeting in which action is taken on the application. Affiliated organizations shall organize under their own constitution and bylaws, shall have their own elected officers, and their own meeting dates. The chairperson of the affiliated organization (or the vice-chairperson in the absence of the chairperson) shall serve as the representative to the Association and as an ex-officio member of the Board of Directors. The affiliated organization representative shall be entitled to participate in the Association, except that he/she is not eligible to hold elective office or have voting privileges. An ex-officio member of the Board of Directors is entitled to participate in Board of Directors meetings and discussion; however, he/she does not have voting privileges

2.5 County or Regional Membership

County or regional membership may be conferred upon any county or regional fire service organization whose members are otherwise eligible for active individual membership in the Association but represent fire departments or fire districts with an operating budget of less than \$50,000.00 To be eligible for county or regional membership, the county or regional fire service organization must be organized under their own constitution and bylaws and shall have its own elected officers. The chairperson of the county or regional fire service organization (or the vice-chairperson in the absence of the chairperson) shall serve as the only voting representative to the Association. Each year, the chairperson of the county or regional fire service organization will certify a list of members who shall be entitled to participate in the Association, except that they are not eligible to hold elective office, serve on the Board of Directors, or have voting privileges.

2.6 Department Membership

Department membership may be conferred upon the chief of the department and all chief officers, as designated by the chief, of any organized fire department with an operative budget of less than \$250,000.00. The chief of the department (or his/her designated representative in the absence of the chief of the department) shall serve as the only voting representative to the Association. Each year, the chief of the department will certify a list of members who shall be entitled to participate in the Association, except that they are not eligible to hold elective office, serve on the Board of Directors, or have voting privileges.

2.7 Individual Membership

The individual membership of the Association shall consist of:

- (a) **Active Members.** Active members may include:

- (1) The chief of the department and all chief officers, as designated by the chief, of regularly organized public, private, governmental or industrial fire departments.
- (2) The Director of the Colorado Division of Fire Safety, and the Fire Director of the Colorado State Forest Service.
- (3) County fire marshals
- (4) Fire commissioners, fire directors, district managers, and/or public safety directors who devote full time (paid or volunteer) to fire administrative and fire fighting operations.

Active members shall be entitled to vote on all matters requiring a vote unless otherwise prohibited by the constitution. Active members who become ineligible for membership as the result of the consolidation of their departments (or sources of eligibility with another organization) shall be allowed to maintain active membership for the remainder of the calendar year.

- (b) **Associate Members.** Associate members shall be individuals who work in allied fields of the fire service and are interested in the goals and objectives of the Association, and are not identified with fire protection commercially. Associate members may include:
- (1) Fire service personnel who are of insufficient rank or position to qualify as an active member of the Association.
 - (2) Professors, instructors and technical staff members of accredited colleges, universities and academies, engaged in teaching or researching in the field of fire science and/or fire administration.
 - (3) Persons who have made a significant contribution to the science and practice of fire protection and related emergency services.
 - (4) Individual members of any section or organization affiliated with the Association.

Associate members shall be entitled to participate in the Association, except that they are not eligible to hold elective office, serve on the Board of Directors, or have voting privileges.

- (c) **Life Membership.** Life membership shall include active and associate members who have retired from the fire service, provided they have been members of the Association continuously for five (5) years, and further provided they are not identified with fire protection commercially, or have become a chief, assistant chief, commissioner, fire marshal or fire director

of another private, public, government or industrial fire department, or any of the other services which would make them eligible for either active or associate membership. Life members shall be entitled to participate in the Association, except that they are not eligible to hold elective office, serve on the Board of Directors, or have voting privileges. Life members shall not pay annual dues.

- (d) **Honorary Membership.** Honorary membership may be conferred upon any person who has rendered conspicuous service to the Association, its aims and purposes, provided that such membership shall be recommended by the Board of Directors and receives a majority vote of the members present and voting at a regular meeting. Honorary members shall be entitled to participate in the Association, except that they are not eligible to hold elective office, serve on the Board of Directors, or have voting privileges. Honorary members shall not pay annual dues.
- (e) **Sustaining Membership.** Sustaining membership may be granted to individuals and/or businesses engaged in the manufacture or sale or emergency apparatus, equipment, supplies or service and supporting the goals and objectives of the Association. Applications for sustaining membership shall be acted upon by the Board of Directors after payment of annual dues as determined by the Board of Directors. Sustaining members shall be entitled to participate in the Association, except that they are not eligible to hold elective office, serve on the Board of Directors, or have voting privileges.

2.8 Authority for Classification.

The Board of Directors of the Association shall have the final authority in the determination of eligibility for membership in any of the seven classifications of membership.

ARTICLE III Officers

3.1 Eligibility

Any member of the Association seeking election to any of the elective offices specified in this Article shall, on the day of the election, be an active member in good standing, and have been such for at least one (1) year prior to that date.

3.2 Elected Officers

The elected officers of the Association shall consist of a President and Vice President, whom shall be elected by ballot at the December meeting of the Association in even numbered years. The term of office for the President and Vice-President shall be two calendar years beginning on January 1 of odd-numbered years and expiring on December 31 of even numbered years. In no case shall the term end until a successor has been duly elected to begin the next term. These elected officers are limited to no more than two terms in succession. Should either office be vacated during the term, the Board of Directors shall appoint an officer to complete the vacated term (see Article 3.7). Such appointment shall not prohibit the person from subsequently being elected to that office for two successive terms. Following their election and prior to beginning their term of office, the President and Vice-President elect shall serve as ex-officio, non-voting members of the Board of Directors (unless they are otherwise voting members of the Board of Directors).

3.3 Appointed Officers

Within 30 days of being elected, and at such times as it may be necessary, the President-elect shall recommend to the Board of Directors the name(s) of qualified personnel to serve as the Secretary and the Treasurer of the Association. The Board of Directors shall act, by a majority vote, within fourteen (14) calendar days to either confirm or reject the President-elect's recommendation. Once appointed, the Secretary and/or Treasurer shall serve at the pleasure of the Board of Directors or until the end of the President-elect's term of office. These appointed officers shall be eligible for reappointment without limitation.

3.4 Board of Directors

There shall be a Board of Directors of the Association which shall manage the routine affairs of the Association and act on behalf of the Association when the general membership is unable to meet. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, nine (9) Region Representatives, and no more than five (5) Section Representatives (one representative for each of the sections created by this Constitution and Bylaws). Any sections established after enactment of this Constitution and Bylaws shall only have ex-officio representation on the Board of Directors.

- (a) **Regional Representatives.** Regional representatives shall be elected from their respective geographic region (see Article 2.2). They shall be elected for a two-year term by a majority vote of the eligible voting membership of the Association from within their respective region. The election shall occur in the last quarter of the odd numbered calendar years. The term shall begin January 1 of the even numbered years and expire on December 31 of the odd numbered years. If any Region is without an elected representative to the Board of Directors, the President of the Association shall appoint that representative from the active members of that Region.

- (b) **Section Representatives.** Section representatives shall be the elected chairperson of the section or the elected vice-chairperson in the absence of the chairperson. Section representatives shall serve at the pleasure of the members of their respective sections. If any section is without an active representative to the Board of Directors, the President of the Association shall direct the officers of the section to appoint a representative from the active members of that section.

3.5 Executive Board.

The Executive Board is a subset of the Board of Directors and is comprised of the President, Vice President, two Regional Representatives and a Sectional Representative. The Secretary, Treasurer, and Executive Director will be ex officio members of this Board. This Board may meet as needed by to conduct routine business of the Association. The Board may meet as needed in person, by telephonic means, or by email. Actions of the Executive Board must be reviewed by the Board of Directors at the next scheduled meeting.

3.6 Executive Director

There shall be an Executive Director who shall work at the pleasure of and report directly to the Board of Directors for the administration of Association business. The Executive Director may be an active member of the Association but may not hold an office or a position of the Board of Directors.

3.7 Removal of Officers

Any officer shall be removed from office for the following reasons:

- (a) Conviction of a felony; or
- (b) Malfeasance in office,

provided, however, that such removal shall not be effective unless and until the evidence has been reviewed and a determination made by the Board of Directors; and provided further, that the Board of Directors shall meet within 60 days of the date of filing any charges made upon an officer to deliberate the issue, declare its findings, and take necessary action.

3.8 Vacancies and Resignations

Any position on the Board of Directors shall be declared vacant if the incumbent misses three consecutive Board of Directors meetings without being properly excused. In the event of a vacancy occurring in the office of the President, the Vice-President shall immediately be directed by the Board of Directors in writing or in formal session to assume all duties and authorities of the President. The

President shall then appoint an acting officer to fill the office of Vice-President, and, upon approval by the Board of Directors, shall serve the remainder of the unexpired term. In the event of a vacancy in the office of Vice-President, Secretary and/or Treasurer, an acting Vice-President, Secretary and/or Treasurer shall immediately be appointed by the President, and, upon approval by the Board of Directors, shall serve for the unexpired term. In the event that a vacancy for a Region representative occurs, the President of the Association shall appoint a representative from the active members of the Region, and, upon approval by the Board of Directors, shall serve the remainder of the unexpired term. In the event that a vacancy for a section representative occurs, the President of the Association shall direct the officers of the section to appoint a representative from the active members of that section.

3.9 Obligating the Association

No officer or member of the Association shall incur any expenses in the name of the Association without the approval of the Board of Directors except that, in case of an emergency, the Executive Board is empowered to authorize the expenditure of sufficient funds to meet the emergency.

ARTICLE IV Duties of the Officers

4.1 President. The President shall:

- (a) Be the official representative and spokesman for the Association;
- (b) Serve as the chairperson of the Board of Directors;
- (c) Preside at meetings of the Association and at meetings of the Board of Directors;
- (d) Appoint all committees, including those not provided for in the Constitution and Bylaws;
- (e) Countersign all checks used in maintaining business and expense of the Association, with the exception of checks which are authorized by the Board of Directors for single signature;
- (f) Call a special meeting of the Board of Directors when so requested by at least five (5) Board of Directors members or whenever the President determines necessary. Except when the President determines that unusual circumstances exist warranting a meeting of the Board of

Directors, at least three (3) days notification shall be given and the reason for the meeting stated; and

- (g) Perform such other duties as may be required of the office by action of the members of the Association or by policy direction of the Board of Directors.

4.2 Vice President. The Vice-President shall:

- (a) In the absences or inability of the President to perform all duties of the office, be directed to assume the duties of the President.
- (b) Assist the President in conducting the business and policies of the Association including coordination of committee activities; and
- (c) Perform such other duties as may be required of the office by action of the members of the Association or by policy direction of the Board of Directors.

4.3 Secretary. The Secretary shall:

- (a) In the absence or inability of the President and Vice-President to perform all duties of the office, be directed to assume the duties of the President.
- (b) Be responsible for keeping accurate records of all business of the organization and for sending proper notices of meetings to all members.
- (c) Keep an accurate record of all official proceedings; and
- (d) Perform such other duties as may be required of the office by action of the members of the Association or by policy direction of the Board of Directors.

4.4 Treasurer. The Treasurer shall:

- (a) Supervise the use of all the assets of the Association with the advice and approval of the Board of Directors;
- (b) Determine that all monies of the Association are deposited in proper accounts and, where applicable, drawing the highest rate of return;
- (c) Determine that all funds collected and disbursed by the Executive Director are collected, recorded and disbursed according to accepted accounting principles and in accordance with the bylaws of the Association and policies adopted by the Board of Directors;

- (d) Report to the general membership on the financial condition of the Association including a consult with the Executive Director during budget preparation prior to consideration by the Board of Directors;
- (e) Consult with the Executive Director during budget preparation prior to consideration by the Board of Directors; and
- (f) Perform such other duties as may be required of the office by action of the members of the Association or by policy direction of the Board of Directors.

4.5 Board of Directors. It shall be the duty of the Board of Directors to:

- (a) Appoint an Executive Director who shall serve at the direction of the Board of Directors and who shall be subject to removal from office, at any time, by a 2/3 majority vote of the Board;
- (b) Have general charge of the affairs of the Association;
- (c) Review the work of the Association, its Executive Director and all committees established by the Constitution and Bylaws or by action of the President, and develop broad policy for the operation of the Association;
- (d) Study and evaluate the finances of the Association with the purposes of formulating plans for increasing revenues, formulating plans for the budgeting control of present and future finances, advising and counseling with the Executive Director, approving the investment of Association funds, and presenting such plans and any other recommendations to the general membership for consideration and approval (when indicated);
- (e) Approve, adopt, change and amend all budgets as recommended by the Executive Director;
- (f) Cause to be made an annual audit of all books and cause to be published an annual audit report to be distributed to all members;
- (g) Establish the date and place of all meetings of the Association and cause to have the dates and place of all meetings published in the official publication of the Association at least 30 days prior to the meeting;
- (h) Establish and set all dues and fees for the Association on an annual basis; and
- (i) Perform such other duties as may be required of the office by action of the members of the Association.

4.6 Executive Board. The Executive Board shall:

- a) Review the annual budget as proposed by the executive director and make recommendation to the board of directors for its approval, disapproval or change.
- b) Study and evaluate the finances of the Association with the purpose of formulating plans for increasing revenues, and budgeting control of present and future finances, advising and counseling with the executive director, approving the investment of Association funds, presenting such plans and any other recommendations to the board of directors for consideration and approval.
- c) Carry out other duties assigned by the board of directors.

4.7 Executive Director. The Executive Director shall:

- (a) Be responsible for the conduct and administration of all business of the Association subject to the policies and direction established by the Board of Directors and in accordance with the position description attached hereto as Appendix B and included herein by this reference, except that such position description may be modified from time to time as may be necessary by a majority vote of the Board of Directors;
- (b) Support, administer and maintain the policies established by the Board of Directors and represent the Association and speak in its name according to the policies established by the President and/or Board of Directors; and
- (c) Perform such other duties as may be required of the office by policy direction of the Board of Directors.

4.8 Legislative Liaison. The duties of the Legislative Liaison may be assigned to the Executive Director or any member of the Association, and shall be to:

- (a) Keep the legislative committee chairperson informed of all legislation affecting the fire service and this Association;
- (b) Perform necessary functions to further the goals of the Association with respect to influencing legislation, as directed by the Board of Directors;
- (c) Attend various meetings, as directed by the Board of Directors, to explain legislation likely to affect the Association;

- (d) Submit a legislative report to be published in each issue of the Association newsletter during the legislative session and at other indicated times, providing information on pertinent legislative activity; and
- (e) Perform such other duties as may be required of the office by policy direction of the Board of Directors.

ARTICLE V Meetings & Voting

5.1 Annual Meeting

There shall be an annual meeting of the Association held in the month of December of each year, at a location approved by the Board of Directors. In even numbered years, the election of officers of the Association will occur at this meeting. The entire program and order of business for the annual meeting shall be submitted to and approved by the Board of Directors before being adopted or published.

5.2 Installation of Officers Meeting

The installation of officers shall occur immediately following their election at the annual meeting. The term shall begin January 1 of the following year.

5.3 General Membership (regular) meetings

In addition to the annual and installation of officers meetings, there shall be at least three additional regular meetings. Regular meetings are normally held March, June, and September, however, regular meetings may be canceled or special meetings added by a majority vote of the members present and voting at any regular meeting. The location of regular meetings is to be routinely rotated to various locations within the nine Regions. The schedule of meeting dates, host member and location shall be determined each December for the ensuing year and published as directed by the Executive Board. The entire program and order of business for regular meetings shall be determined by the President of the Association.

5.4 Directors Meetings

The Board of Directors shall meet at least once per month, except during the summer months, on the date, time and place established by majority vote of Board of Directors members. Special meetings of the Board of Directors may be held when so requested by at least five (5) Board of Directors members or whenever the President determines that unusual circumstances exist warranting a meeting of the

Board of Directors, at least three (3) days notification shall be given and the reason for the meeting stated.

5.5 Region Meetings

Regions of the Association, if organized, will meet in accordance with their Constitution and Bylaws. However, they are encouraged to meet at least once per quarter or more often as necessary to keep their members informed on issues affecting the fire service in general and the Association in specific. Region meetings shall be encouraged to be held in conjunction with any regular or special meeting of the Association.

5.6 Section Meetings

Sections of the Association will meet in accordance with their Constitution and Bylaws, however, they are encouraged to meet at least once per quarter or more often as necessary to keep their members informed on issues affecting the fire service in general and the Association in specific. Section meetings may be held in conjunction with any regular or special meeting of the Association.

5.7 Committee Meetings

Any committee established by this Constitution and Bylaws or by action of the President shall meet at least once per quarter or more often as necessary to fulfill their duties and responsibilities to the Association. Committee meetings shall be scheduled by the committee chairperson and may be held in conjunction with any regular or special meeting of the Association.

5.8 Reimbursement of Expenses

So as not to discourage members from smaller jurisdictions from serving as a member of the Board of Directors, Board of Directors members may be reimbursed for usual and customary travel expenses incurred as a direct result of performing Board of Directors duties.

5.9 Quorum

A simple majority shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. Those members in good standing who are present at any regular or special meeting shall constitute a quorum for the transaction of business at these meetings.

5.10 Parliamentary Authority

For the purpose of orderly administration, Robert's Rules of Order shall be the authority for all meetings of the Association.

5.11 Speakers and Guests

Invited speakers or distinguished visitors shall be permitted to attend the meeting and luncheon without payment of the luncheon fee, upon approval of the President.

5.12 Voting

A simple majority of the voting members present at an executive, regular, or special meeting of the Association will carry any issue unless otherwise specified in this Constitution and Bylaws. Each active member in good standing will have one vote.

ARTICLE VI Amendments to the Constitution

6.1 Amendments

The association shall have full power at any regular or special meeting to alter, amend, or revise this Constitution, providing that notice of such alteration, amendment or revision shall have been given in writing to the Executive Director of the Association at least sixty (60) days prior to the meeting in which action is to be taken.

- (a) The Executive Director shall see that every active member shall have at least thirty (30) days clear notice of such proposed alteration, amendment or revision previous to the date set for action to be taken.
- (b) A two-thirds majority vote of the members entitled to vote, which are present and voting, shall be necessary for the adoption of any such alteration, amendment or revision.

6.2 Effective Date of Amendments

All amendments, alterations or revision shall take effect immediately upon adoption by the membership unless otherwise provided.

ARTICLE VII Non-Profit

- a) The Association is organized exclusively for charitable, educational, and scientific purposes, including the making of distributions for such purposes to organizations that qualify as exempt organizations under section 501 (c) or 501 (c) 4 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Association, nor any assets of the Association, shall inure to the benefit of any member, director, or officer of the Association, or any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse actual expenses, and to make payments and distributions in furtherance of the purposes set forth in the Article of Incorporation.

Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- b) In the event of the dissolution of the Association, whether voluntary, or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by the Association from any source, after the payment of all debts and obligations of the Association, shall be used or distributed exclusively for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Boulder County District Court exclusively for such purposes or to such organization or organizations as the Court may determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

Adoption and Effective Date

These revised and amended Constitution and Bylaws were approved on December 4, 2003 and adopted March 5, 2004 as shown by the minutes of the regular meeting held on that date. They shall supersede all other Constitution and Bylaws promulgated heretofore, and shall take effect immediately upon adoption.

Colorado State Fire Chiefs' Association

Larry Donner, President

Attest:

Tom Montoya, Secretary