

Bylaws of the Colorado Fire Chaplains Association ("CFCA")

Article 1

Principal Office

Section 1. *Principal Office.* The principal office of the CFCA shall be located at 335 Game Trail Rd, Silverthorne, Colorado 80498. The mailing address is: PO Box 2072, Silverthorne, CO 80498-2072. The principal office location may be changed by the Officers (Article 5) of the CFCA (the "Officers"). The CFCA may also have offices at other places within or outside of Colorado.

Article 2

Membership

Section 1. *Classes of Membership.* The CFCA shall have two classes of Members: (1) Chaplain Members and (2) Associate Members. "CFCA Members" shall mean all members of both classes.

Section 2. *Qualifications for Membership.*

(A). A Chaplain Member shall be a person officially designated as a chaplain by a fire department.

(B). An Associate Member is a non-chaplain person interested in the fire service and the role of chaplains therein.

Section 3. *Removal from Membership.* If a CFCA Member engages in illegal, unethical or immoral conduct thereby actually or potentially damaging his or the CFCA's reputation, or if a Chaplain Member's beliefs and practice do not conform in a broad general sense to historic Judeo-Christian traditions he may be removed from membership by a vote of the Chaplain Members if he does not resign.

Article 3

Dues and Assessments

Section 1. *Payment of Dues and Assessments.* CFCA Members shall pay dues and assessments in the amounts and by the times determined by the Officers. Dues and assessments are intended to cover reasonable and proper expenses.

Section 2. *Nonpayment of Dues and Assessments.* The failure to pay dues and assessments in the amounts and by the times determined by the Officers may cause a CFCA Member's membership and privileges to be suspended or terminated, as determined by the Officers.

Article 4

Fiscal Year

The fiscal year shall be the calendar year.

Article 5

Officers and their Duties

Section 1. *Officers.* The Officers shall consist of a President, Vice-President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except for the offices of President and Secretary and the offices of President and Vice-President. Other offices or positions may be created by the Officers. Each officer shall have check signing authority. The Officers may appoint an Advisory Board.

Section 2. *Election of Officers.* An election of Officers by CFCA Members shall be held at the annual meeting (Article 7) of CFCA in even numbered years. Officers are elected to serve for a term of two consecutive fiscal years (ending at the election of officers at the second fiscal year's annual meeting) and shall not serve more than two consecutive terms, without a lapse of at least one fiscal year. A vacancy in any office may be filled at any time by the Officers electing a Chaplain Member to serve until the expiration of the term vacated.

Section 2. *President.* The President shall be the Chief Executive Officer of the CFCA and shall have general and active control of its affairs and business. The President shall preside at meetings except for Advisory Board (Article 6) meetings. The President shall have the authority to sign all contracts and other instruments on behalf of the CFCA except as the authority may be restricted by resolutions of the members adopted from time to time.

Section 3. *Vice-President.* In the absence of the President, or the inability of the President to act, the duties and powers of the office shall be performed and exercised by the Vice-President.

Section 4. *Secretary.* The Secretary shall have the responsibility for the preparation and maintenance of minutes of the meetings and other records and information required to be kept by the Officers and for authenticating records of the CFCA. The Secretary shall perform all duties usually incident to the office of the Secretary.

Section 5. *Treasurer.* The Treasurer shall have general supervision over the care and custody of the funds and securities of the CFCA and shall deposit the same or cause the same to be deposited in the name of the CFCA in the financial institution or institutions that the Officers may designate. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the CFCA and shall render or cause to be rendered financial statements of the CFCA.

Article 6

Advisory Board (If appointed by the Officers)

Section 1. *Size of the Board.* The Advisory Board (the “Board”) of the CFCA shall consist of not fewer than three members and not more than seven members. The number of members may be fixed or changed from time to time by a vote of CFCA Members at a meeting of CFCA Members.

However, there shall be at least one active Chaplain Member and at least one active Associate Member (if available) on the Board. Board members shall serve a term of two years and may be reelected for successive terms.

Section 2. *Chairperson of the Board.* From among the Board Members, the Board shall elect a Chairperson and a Vice-Chairperson. The Chairperson shall preside at meetings of the Board. The Vice-Chairperson shall assume the role of Chairperson in the absence or inability of the Chairperson.

Section 3. *Vacancies.* Vacancies on the Board may be filled for the unexpired term of the predecessor in office by a majority vote of the remaining Board members at any meeting of the Board. A Board vacancy created by increasing the number of members eligible to serve may be filled for a term of office continuing only until the next regular election of Board members.

Section 4. *Duties of the Board.* The Board shall prayerfully seek God’s guidance and invest time in thinking, in order to provide wise advice and counsel to the CFCA Members. This includes providing insight on the most effective ways chaplains can be a resource for responding, relating, and ministering to fire personnel and those they serve.

Article 7

Meetings of CFCA Members

Section 1. *Annual Meeting.* An annual meeting of the CFCA Members shall be held at on the second Thursday of January at a time to be announced unless a different date is set by a resolution of the Officers.

Section 2. *Regular Meetings.* Regular Membership meetings shall be held at regular and consistent intervals and times set by the officers.

Section 3. *Special Meetings.* A special meeting of the CFCA Members may be called by an Officer.

Section 4. *Notice of Meetings.* Notice of a meeting, whether annual, regular or special, shall include the place, date and time of the meeting and shall be emailed or mailed by first class mail no fewer than ten days, nor more than thirty days before the meeting. Notice of an annual or regular meeting shall include a description of any matter or matters (known at the time) that must be approved by the members or for which membership approval is sought. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called. In the event of an emergency requiring immediate action, a meeting may be convened by the Officers or the Board as soon as reasonably practicable.

Section 5. *Quorum.* CFCA Members attending an Annual, Regular, or Special meeting shall constitute a quorum at the respective meeting.

Section 6. *Voting by Members.* All acts and resolutions of the CFCA Members shall be deemed adopted upon a favorable vote of a majority of the votes cast by CFCA Members. In order to hear any deliberation prior to a vote, voting members must be present to vote unless the Officers approve voting by proxy for an issue.

Section 7. *Meetings by Telecommunication.* Any or all of the members may participate in an annual, regular, or special meeting of the members, or the meeting may be conducted through the use of any means of communicating by which all persons participating in the meeting may hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. *Written Ballots.* Any action that may be taken at any annual, regular, or special meeting may be taken without a meeting if the CFCA delivers a written ballot to the members.

Section 9. *Action Without Meeting.* Any action required or permitted to be taken at a meeting may be taken without a meeting if members have been notified and no member objects in writing within ten days of the notification.

Article 8

Amendment of the Bylaws

The CFCA Members may amend the bylaws at a meeting following a thirty day written notice to add, change, or delete a provision. Revisions or corrections (such as grammatical) may be made to the Bylaws by an Officer without a vote of CFCA Members and without being considered amendments so long as they do not change, add, or delete any intended meaning, process or procedure in the Bylaws.

Adopted, January 10, 2008