

# **METRO DENVER FIRE CHIEFS' ASSOCIATION**

## **CONSTITUTION AND BYLAWS**

(Adopted May 24, 1995, Revised November 16, 2007)

### **CONSTITUTION**

#### **ARTICLE I**

##### **Name, Purpose and Headquarters**

###### 1.1 Name

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

###### 1.2 Purpose

The Association shall serve as the Metropolitan Denver Division of the Colorado State Fire Chiefs' Association, for the purpose of furthering 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. The goal of the organization is to keep the members of the Association informed of matters concerning fire prevention, fire suppression, private fire protection systems, training, legislation, public emergency preparedness, emergency medical services, and public education. The organization shall also keep all members informed of other matters of interest or concern to the Colorado State Fire Chiefs' Association as the parent Association.

#### **ARTICLE II**

##### **Membership**

###### 2.1 Membership

Membership shall be limited to individuals representing organizations in the counties of Adams, Arapahoe, Boulder, Clear Creek, Denver, Douglas, Elbert, Gilpin, and Jefferson. Except that any member representing an area, outside the nine counties may be an associate member of the Association as well as their own geographical Division of the Colorado State Fire Chiefs' Association. There shall be five classes of membership in the Association consisting of:

(a) Active members: Active members may include:

- (1) The Chief of department and all chief officers, as designated by the Chief, or regularly organized public, private, governmental, or industrial fire departments.
- (2) Public safety directors who devote time (paid or volunteer) to fire administrative and fire fighting operations.

One active member from each organization 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 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 include:

- (1) Active members of other divisions of the Colorado State Fire Chiefs' Association, with Metro interests.
- (2) Fire Service personnel who are of insufficient rank or position to qualify as an active member of the Association.
- (3) 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.
- (4) Persons who have made significant contribution to the science and practice of fire protection and related emergency services, as determined by the Executive Board.

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

(c) Other Memberships: The following memberships shall be recommended by the Executive Board and receive a majority vote of the members present and voting at a regular meeting:

- (1) Life Membership. Life Membership shall include active and associate members who have retired from the fire service, provided that 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 or have voting privileges. Life members shall not pay annual dues.
- (2) Honorary Membership. Honorary membership may be conferred upon any person who has rendered conspicuous service to the Association, its aims and purposes. Honorary members shall be entitled to participate in the Association, except that they are not eligible to hold elective office or have voting privileges. Honorary members shall not pay dues.
- (3) Sustaining Membership. Sustaining membership may be granted to individuals and/or businesses engaged in the manufacture or sale of emergency apparatus, equipment, supplies or service and/or individuals or businesses otherwise interested in the fields of fire or emergency service and participate in the Association, except that they are not eligible to hold elective office or have voting privileges.

## **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 Officers

The officers of the Association shall consist of a President, Vice President, Secretary/Treasurer, who shall be elected by ballot at the November meeting of the Association each year. The term of office for all officers shall be one calendar year beginning on January 1 and expiring on December 31 of any given year. In no case shall the term end until a successor has been duly elected to begin the next term. Officers are limited to no more than one term in the same office. The three terms shall be served in succession, i.e. Secretary/Treasurer, then Vice President, then President. Such appointment shall not prohibit the person from subsequently being elected to that office for a successive term.

#### 3.3 Executive Board

There shall be an Executive Board of the Association, which shall manage the routine affairs of the Association and act on behalf of the Association when the federal membership is unable to meet. The Executive Board shall consist of the President, Vice President, Secretary/Treasurer, the Immediate Past President, and one other at large active member of the Association as elected by the membership.

#### 3.4 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 the evidence has been reviewed and a determination made by the Executive Board; and provided further, that the Executive Board 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.

#### 3.5 Vacancies or Resignations

In the event of a vacancy occurring in the office of the President, the Vice President shall immediately succeed the President and the Secretary/Treasurer shall immediately succeed the Vice President. The Executive Board shall then appoint an acting officer to fill the office of Secretary/Treasurer, and shall serve for the unexpired term. In the event of a vacancy in the

office of Vice President, the Secretary/Treasurer shall immediately succeed the Vice President and shall serve for the unexpired term. The Executive Board shall then appoint an acting officer to fill the office of Secretary/Treasurer and serve for the unexpired term.

### 3.6 Obligating the Association

No officer or member of the Association shall incur any expenses in the name of the Association without approval by a majority vote of the membership. In case of emergency, the President is empowered to authorize the expenditure of funds not to exceed \$250.00 with approval of the majority of the Executive Board 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 Executive Board.
- (c) Preside at meetings of the Association and at meetings of the Executive Board.
- (d) Appoint all committees, including those not provided for in the Constitution and Bylaws.
- (e) Sign checks used in maintaining business and expense of the Association, and in the absence of the Secretary/Treasurer.
- (f) Call a special meeting of the Executive Board when so requested by at least three (3) Executive Board members or whenever the President determines necessary, except when the President determines that unusual circumstances exist warranting a meeting of the Executive Board. At least three (3) days shall be given and the reason for the meeting stated.
- (g) Serve as the Metro Denver Division representative of the Executive Board of the Colorado State Fire Chiefs' Association.
- (h) Perform such other duties as may be required by the office by action of the members of the Association or by policy direction of the Executive Board.

### 4.2 Vice President. The Vice President shall:

- (a) In the absence or inability of the President to perform all duties of the office, be directed to assume the duties of President.
- (b) Assist the President in conducting the business and policies of the Association including coordination of committee activities.
- (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 Executive Board.
- (d) Serve as coordinator of all committees.

4.3 Secretary/Treasurer. The Secretary/Treasurer 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.
- (d) Supervise the use of all the assets of the Association with the advice and approval of the Executive Board.
- (e) Determine that all monies of the Association are deposited in proper accounts and, where applicable, drawing the highest rate of return.
- (f) Determine that all funds collected and disbursed by the Association are collected, recorded and disbursed according to accepted accounting principles and in accordance with the By Laws of the Association and policies adopted by the Executive Board.
- (g) Report to the general membership of the financial condition of the Association including a summary of all revenues and disbursements.
- (h) Prepare and submit an annual budget for consideration by the members of the Association and the Executive Board of the Colorado State Fire Chiefs' Association as the parent organization.

4.4 Executive Board. It shall be the duty of the Executive Board to:

- (a) Have general charge of the affairs of the Association.
- (b) Review the work of the Association and all committees established by the Constitution and Bylaws or by action of the President, and develop Board policy for the operation of the Association.
- (c) 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, approving the investment of the Association funds, and presenting such plans and any other recommendations to the general membership for consideration and approval (when indicated).
- (d) Approve, adopt, change and amend all budgets as submitted by the Secretary/Treasurer.
- (e) Cause to be made an annual review of all books that is reported to all members.
- (f) 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 14 days prior to the meeting.
- (g) Establish and set all dues and fees for the Association on an annual basis.
- (h) Perform such other duties as may be required of the office by action of the members of the Association.

**ARTICLE V**  
**Meeting and Voting**

5.1 General Membership (Regular) Meetings

There shall be at least six regular meetings. Regular meetings are normally held in the months of January, March, May, July, September, and November. Regular meetings may be cancelled or special meetings added by a majority vote of the members present at any regular meeting. The order of business for meetings shall be determined by the Executive Board.

5.2 Executive Board Meetings

The Executive Board shall meet as necessary on a time and place established by a majority vote of the Executive Board members.

5.3 Committee Meetings

Any committee established by this Constitution and Bylaws, by action of the President, or Executive Board, shall meet as necessary to fulfill its 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.

5.4 Quorum

A simple majority of three (3) shall constitute a quorum for the transaction of business at all meetings of the Executive Board. 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.

5.5 Parliamentary Authority

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

5.6 Speakers and Guests

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

5.7 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.

**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 each member of the Association at least thirty (30) days prior to the meeting in which action is to be taken; and a two-thirds majority vote of the members entitled to vote, who 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 revisions shall take effect immediately upon adoption by the membership unless otherwise provided.

# **BYLAWS**

## **Article I Fiscal Matters, Resolutions and Amendments**

### 1.1 Dues and Fees

- (a) Annual dues are paid by each agency representing all active members of such agency.
- (b) The dues for each class of membership (Article II) shall be recommended by the Executive Board and ratified by a vote of the membership at the November meeting.
- (c) All dues shall be payable on January 1 of each year and shall be delinquent after March 1 of the same year.
- (d) No member in arrears for dues shall be eligible to vote and after due notice of such arrears shall be removed from the membership roll and from the membership mailing list by the Secretary/Treasurer.
- (e) Dues payments are not refundable.

### 1.2 Application for Membership

Applications for all classifications of membership shall be made to the Association through the Secretary/Treasurer.

### 1.3 Fiscal Year

The fiscal year of the Association shall extend from January 1 through December 31.

### 1.4 Resolutions

All resolutions which are to be considered by the Executive Board and/or the general membership of the Association at any regular or special meeting shall be:

- (a) presented to each member of the Executive Board not later than thirty (30) days prior to the Executive Board meeting in which action is to be taken on the resolution;
- (b) typewritten, dated, and bear the signature of the active member submitting it along with the name of the department or organization which s/he is affiliated;
- (c) limited to one subject per resolution;
- (d) precise and succinctly written as possible.

### 1.5 Resolutions of an Emergency Nature

The requirement of these Bylaws for presenting resolutions may be waived for resolutions of an emergency nature, upon approval by the Executive Board.

- 1.6 Amendments. Amendments to these Bylaws shall:
- (a) be made by resolution, or as provided in Article VI of the Constitution.
  - (b) refer to specific sections and contain exact wording; and
  - (c) be approved by a two-thirds majority of the members present and voting.

## **ARTICLE II Committees**

- 2.1 The President may appoint members to additional committees at any time to perform special functions. Such committees shall be dissolved when their tasks have been completed.
- 2.2 The President shall appoint a member of the Association to serve as the chairperson for each committee. The Vice President shall serve as the coordinator of the committees.
- 2.3 Each Committee chairperson shall be responsible for submitting a written report to the Secretary/Treasurer and an oral report of activities for presentation at each meeting.

## **ARTICLE III Nominations and Elections**

- 3.1 Nominations and Declared Candidacy
- (a) The Nominations and Elections Committee shall be appointed at the October meeting.
  - (b) At the November meeting of the Association every year, the voting members of the Association shall elect to office a Secretary/Treasurer and one At-Large Active Member to the Executive Board through an open election process.
  - (c) An active member, who wishes to run for either office, shall declare their candidacy to the Nominating Committee prior to the November meeting.
  - (d) Then Nominations and Elections Committee shall present its report to the membership at the November meeting.
- 3.2 Conduct of Elections
- (a) The election of officers shall be the first item of business on the agenda of the November meeting. The chairperson of the Nominating Committee shall serve as the presiding officer for the elections and shall read aloud the names of the declared and nominated candidates.
  - (b) Following this reading, the presiding officer shall then call for any nominations from the floor for any elective office.
  - (c) Nominations from the floor shall require the nominee's concurrence from the floor at the time of nomination.

- (d) For any office where there is only one (1) candidate, the presiding officer, as the representative of the membership assembled, shall cast a white ballot for such candidate.
- (e) For all offices where there are two (2) or more nominated candidates, the Nominations and Elections Committee shall conduct an election. The results will be reported immediately to the membership.
- (f) In the event of a tie vote, the voting on the second ballot shall be confined to the nominees tied. In the even of a second tie vote, a flip of a coin will decide the winner.
- (g) The complete conduct of the elections and decisions in any matters of dispute that may arise during such elections shall be in the hands of the chairperson of the Nominations and Elections Committee.
- (h) Election campaigns are expected to be conducted on the highest level. Any questions concerning ethics of the campaign should be referred to the Nominations and Elections Committee.

**ARTICLE IV  
Miscellaneous**

4.1 Installation of Officers

The installation of officers shall take place at the January meeting of the Association.

4.2 Minimum Fire Safety Standards for Meeting Sites

All regular meetings of the Association shall be held in facilities protected with automatic fire sprinklers and shall meet the minimum life safety standards set forth by the authority having jurisdiction.

**ARTICLE V  
Adoption and Effective Date**

These Constitution and Bylaws were approved and adopted on March 29, 1991 and revised on November 16, 2007, as shown by the minutes of the regular meetings held on these dates. They shall supersede all other Constitution and Bylaws promulgated heretofore, and shall take effect immediately upon adoption, unless otherwise provided.

METRO DENVER FIRE CHIEFS' ASSOCIATION

Attest:

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary/Treasurer