

# OVFA CONSTITUTION

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# OREGON VOLUNTEER FIREFIGHTERS ASSOCIATION

## CONSTITUTION & BYLAWS

### ARTICLE I NAME

The organization shall be known as the Oregon Volunteer Firefighters Association, a nonprofit organization. Any reference within this Constitution and Bylaws to "Association" in general shall mean the Oregon Volunteer Firefighters Association.

### ARTICLE II OBJECTIVES

The objectives or purposes of this Association shall be:

*"Representing Those Who Volunteer"*

And to:

- Formulate and promulgate programs useful to the Fire and Emergency Medical Services (EMS) of the State of Oregon.
- Represent the interests of the member agencies (Membership) at the legislative assembly and with the various fire and emergency medical related organizations involved in the preservation of the life and property.
- To do all other things better to preserve the lives and property of the citizens of the state of Oregon, thereby fostering goodwill and fellowship among the members of the fire and emergency medical service.

### ARTICLE III MEMBERSHIP

#### **General**

Any reference within the Constitution and Bylaws, which refers to "agencies", in general shall include eligible fire departments, rural fire protection districts, or any eligible emergency medical service agency in Oregon.

#### Section 1. Active Membership

Active Membership shall consist of any fire agency, or any emergency medical service agency and whose membership includes volunteers and whose annual dues have been paid. All member agencies in good standing shall have voting rights. Volunteer Search and Rescue groups will be considered active members and receive all benefits accordingly but do not have voting privileges. Members of volunteer search and rescue groups may not hold elected office

#### Section 2. Associate Membership

Associate Membership shall consist of any person who supports the objectives or purpose of the Association Upon payment of annual dues, Associate Members may attend meetings, serve on committees, register for and attend conferences. Associate members shall not have voting rights, nor be eligible to receive insurance benefits.

### Section 3. Sustaining Membership

Sustaining Membership shall consist of any person or organization representing manufacturing, vendors, or organizations related to emergency services. Upon payment of annual dues, representatives of sustaining members may attend meetings, serve on committees, register for and attend conferences. Sustaining members shall not have voting rights, nor be eligible to receive insurance benefits.

### Section 4. Past Presidents

Past President Membership shall consist of all Association Past Presidents. Past Presidents shall be exempt from annual dues. Past Presidents may attend meetings, serve on committees, register for and attend conferences. Past Presidents shall not have voting rights except as provided in Article VII, Section 1 of the Constitution nor be eligible to receive insurance benefits unless the Past President is an active member of a member agency. Past Presidents shall become Life Members of the Association.

### Section 5 Life Members

The Executive Board shall elect Life Members. The general membership may make recommendations to the Executive Board for person(s) to become Life Members. Life Members may attend meetings, serve on committees, register for, and attend conferences and be exempt from annual dues. The Life members shall not have voting rights nor receive insurance benefits, unless he/she is an active member of an OVFA member agency. (See Past President voting: Article VII)

### Section 6. Non-Member Participation

Non-member agencies or members of the public shall be able to attend meetings. The presiding officer has the discretion to recognize the non-member agency(s). The presiding officer shall determine to what degree such persons shall be allowed to participate in meetings. Non-members shall not have voting rights, nor be eligible to receive insurance benefits.

## **ARTICLE IV OFFICERS**

### Section 1. Eligibility

To be eligible for office, the candidate must be an active member of a "Member Agency" in good standing according to their agencies policies with a minimum of two (2) years of service. No more than a total of two (2) career employees may hold elected office at any one time.

### Section 2. Election General

All officers of the Association shall be elected in accordance with the provisions of the Articles of this Constitution. The duly certified delegates at the Annual Conference of the Association shall elect the Officers and Directors. All candidates shall be in attendance at the Annual Conference Business Meetings.

### Section 3. Executive Board

The Officers of the Association shall be President, First Vice President, Second Vice President, Secretary/Treasurer, two Directors and the Immediate Past President.

### Section 4. Terms of Office & Attendance

A. The terms of office shall be as follows: President, First Vice President, Second Vice President, shall be one (1) year. Secretary/Treasurer shall be two (2) years. Directors: One Director shall be elected each year for a term of two (2) years. Any member of the Board in good standing who experiences a break in service from his/her own fire agency shall, at the discretion of a majority of the Board, continue to serve the Association in his/her elected capacity until the end of his/her Board term. The Immediate Past President will serve her/his respective term based on the results of the election of officers. In the event that the Immediate Past President cannot serve all or part of the term, the Executive Board may appoint a member meeting all eligibility requirements to that position, until the term of the Immediate Past President has been completed. To be eligible for the office of President, the candidate must have served on the Board of Directors for a period of two (2) years and must currently hold a position on the Board of Directors.

B. Attendance:

All positions of the Executive Board are required to attend all meetings outlined by the President of the Association, unless the Officer has obtained written or verbal permission from the President to be excused from the meeting. If an Officer fails to receive permission prior to the meeting, the Officer will be deemed "unexcused".

Section 5. Vacancies

Vacancy in any office because of death, resignation, removal, disqualification, or other reason(s) shall be filled for the un-expired term of office by the Executive Board, not later than sixty (60) days after the vacancy exists. The Executive Board shall appoint from the member agencies any member in good standing, providing that member also meets the eligibility requirements set forth in this Constitution.

Section 6. Removal from Office

Members of the Executive Board may be removed from office upon a 2/3-majority vote of the Executive Board. Grounds for removal shall be any malfeasance, misfeasance or nonfeasance in office, or any act that brings discredit to the office or the Association.

Section 7. Leave of Absence

A member of the Executive Board may ask for a leave of absence of not more than 60 days. Upon a two-thirds (2/3) vote of the Executive Board a leave of absence may be granted.

Section 8. Duties of Officers and Directors

***President***

The President shall be the executive officer and shall exercise general supervision and control over all the business and affairs of the Association. The President shall have the following specific powers and duties.

- Preside over all meetings of the Association
- Provide general and active management
- Act as superintendent of other Officers and *Directors*
- Submit a report to the membership as to the state of the Association
- Appoint committees

***First Vice President***

The First Vice President shall have the powers and shall exercise the duties of the President whenever the President is unable to act, and at other times when specifically directed by the Executive Board, and as outlined in the Association policies.

***Second Vice President***

The Second Vice President shall have the powers and shall exercise the duties of the First Vice President whenever the First Vice President is unable to act, and at other times when specifically directed by the Executive Board, and as outlined in the Association policies

### ***Immediate Past-President***

The Immediate Past President shall act as a senior advisor to the Executive Board and shall be a voting member of the Executive Board. In the event that the First Vice President and Second Vice President are unable to act, the Immediate Past President shall exercise the duties of the President.

### ***Secretary/Treasurer***

The Secretary/Treasurer shall be the custodian of all Association records and shall have the following specific duties:

- Record or oversee the recording of the Association's formal actions and transactions.
- Assure the maintenance of minutes, financial records and correspondence at the principal office of the Association, in the form and manner required by law.
- Insure maintenance of the current Constitution, Policies and membership records of the Association at the principal office of the Association.
- Make Association business and financial records available to the Executive Board.
- Attend to the service of all notices of the Association required by law and process correspondence and reports as may be assigned.
- Oversee the funds, securities and properties of the Association and distribute a monthly report of the Association income and expenditures to the Executive Board and an annual report to the membership during its Association business session.
- Assist in the preparation of the Association budget.
- At the expiration of the Secretary/Treasurer term of office, deliver to the successor all records and property belonging to or held in trust for the Association and make her/himself available to the incoming Secretary/Treasurer as needed.

### ***Directors***

Directors shall participate in discussions and deliberations and shall perform other functions as directed by the President, Executive Board or Association policies.

### ***Ex-Officio Director***

The Executive Board may appoint one Ex-Officio Director. This position is intended to be filled for specific skills or expertise that can be brought to the Executive Board. Persons appointed to this position need not meet eligibility requirements for election to office.

The Ex-Officio Director shall have all privileges and responsibilities of Directors, except they shall not have the right to vote. The term of office of an Ex-Officio Director shall expire no later than one year from appointment, or at the following annual conference whichever occurs first.

## **CHAIN OF COMMAND**

This shall be the chain of command whenever it is referred to:

- President
- 1<sup>st</sup> Vice President
- 2<sup>nd</sup> Vice President
- Immediate Past President
- Secretary / Treasurer
- Directors (2)

### ***Professional Services***

The Association may contract for the furnishing of professional services as deemed appropriate.

**ARTICLE V**  
**NOMINATIONS AND ELECTIONS**

Section 1. Nomination Committee

The President shall appoint a Nomination Committee prior to the first business meeting of the annual conference. Members of the nomination committee shall choose a chairperson; the President, at the first business meeting, will introduce the Nomination Committee. The Nomination Committee shall seek out persons eligible for officer positions and nominate a slate of officers pursuant to Association policies. The Nomination Committee shall conduct the election of officers.

Section 2. Election of Officers

Election of officers shall be by secret ballot. In any election in which there are more than two candidates, the candidates with the least number of votes will be eliminated on each ballot. In the event of tie votes, the tie votes shall only be re-balloted until the elimination of one candidate. When the number of candidates is reduced to two, a simple majority will elect the officer.

**ARTICLE VI**  
**DELEGATES**

Each member agency in good standing with the Association may have one voting delegate and one alternate. Each delegate and alternate shall be appointed by her/his member agency.

Each delegate and alternate shall be required to furnish to the Credentials Committee written proof of their appointments as a delegate by their member agency.

Member agencies not sending a delegate to the conference may appoint a member of another member agency as their delegate. No person may have the authority to vote for more than two (2) member agencies. No agency may represent more than three (3) member agency, including their own vote.

The elected officers of the Association shall have all the rights and privileges of delegates.

**ARTICLE VII**  
**VOTING AT THE ANNUAL CONFERENCE**

Section 1. Vote

- Each member agency in good standing will be entitled to one vote on each matter submitted to a vote of the Association.
- Payment of current year's dues at or before the Annual conference shall place any agency in good standing.
- All voting delegates, alternate delegates and appointed delegates must be registered with the Secretary/Treasurer of the Association prior to voting
- Each elected officer of the Association shall have the right to cast one (1) vote.
- The Past Presidents shall be collectively entitled to one (1) vote. One delegate shall be elected by a simple majority of the Past Presidents in attendance at the conference during the Past Presidents' dinner or at another time determined by the Association President.

Section 2. Credentials Committee

The Credentials Committee shall consist of the Association Secretary/Treasurer and a Director. The committee's duties shall be to examine written documents provided by member agencies and certify or disapprove each member agency delegate and alternate delegate.

## ARTICLE VIII

### DUES

#### Section 1. Dues

Dues of Agency Memberships, Associate, and Sustaining Members may be reviewed and/or determined annually. Any modification of the dues structure shall require a two-thirds (2/3) vote of the delegates present at the annual Conference.

#### Section 2. Certification of Membership

Each member shall be classified pursuant to Article 3 of this Constitution and shall receive an appropriate certificate of membership.

#### Section 3 Annual Dues Structure

##### Active Members

1 to 10 volunteers \$5.00 person  
11 to 20 volunteers \$112.50  
21 to 30 volunteers \$205.00  
31 to 40 volunteers \$275.00  
41 to 50 volunteers \$350.00  
51 to 70 volunteers \$430.00  
71 + volunteers \$500.00

##### Associate Members

\$20.00

##### Sustaining Members

\$50.00

#### Section 5. Waiver of Dues

The Executive Board shall have the right to reduce or waive membership dues because of financial hardship.

## ARTICLE IX

### AMENDMENTS, ALTERATIONS, OR REPEALS

#### Section 1. Notice of Amendments, Alterations, or Repeals

In order for a vote to take place during the annual conference notice of proposed changes shall be delivered to member agencies ninety (90) days prior to the annual conference. The methods of delivery may include but not be limited to the following:

- Ground Delivery Service (private and hand delivered)
- Electronic (web based or email)
- Fax

#### Section 2. Reading of Amendments, Alterations, or Repeals

The first reading of any amendments, alternations, or repeals (heretofore referred to as "changes") of the constitution or bylaws which have met the requirements set forth in Section 1 of this article shall be presented at the opening business session of the Annual Conference by the Chair of the Committee. After a second reading of proposed changes of the constitution or bylaws has taken place at a subsequent business session, the request for discussion shall be asked. Any recognized voting delegate who wishes to speak to the requested changes shall be granted up to three (3) minutes to present their argument in favor or against

proposed changes. Total discussions shall be limited to twenty (20) minutes in the interest of time. If the Chair believes that a clear consensus has not been reached by that time limit, a request for tabling or returning to committee shall be entertained. If no discussion is presented, or at the end of the discussion, a consensus is clear, the Chair may call for the vote to occur. A two thirds (2/3) majority vote of the registered delegates in attendance is required for approval.

## **ARTICLE X**

### **ARTICLES OF INCORPORATION 501 (C) (3)**

#### Section 1. Articles of Incorporation

This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by the corporation exempt from Federal income tax under Section 501 (c) (3) of the internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United State Internal Revenue law.)

#### Section 2. Dissolution of this Association

Upon Dissolution of this Association, assets shall be distributed to the Oregon Burn Center at Emanuel Hospital. If the Oregon Burn Center is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization and operated exclusively for the purposes specified in Section 501 (c)(3) of the Internal Revenue Code.

#### Section 3. Liability of Association Directors

The Corporation shall hold all directors or uncompensated officers of the Corporation harmless from any personal liability for monetary damages from conduct as a director or officer. Notwithstanding the above, this provision shall not eliminate the liability of a director or officer for (1) breach of a director's or officer's duty of loyalty to the corporation, (2) acts or omission not in good faith or which involve intentional misconduct or a known violation of law, (3) any unlawful distribution, (4) any transaction from which the director or officer derived any improper personal benefit, or (5) any act or omission in violation of ORS 65.361 to 65.367.

## **ARTICLE XI**

### **BY-LAWS**

1. Roberts Rules of Order (current edition) shall govern this Association in the conduct of its business unless otherwise modified by the Constitution or Bylaws.
2. Every person, before speaking on any question, shall address the chair, giving her/his name and agency. When two persons rise at once, the presiding officer shall name the one to speak first, giving preference to the person speaking for the first time on the question.
3. The Oregon Volunteer Firefighters Association shall purchase an Employee Fidelity Bond to help protect the financial assets of the Association from dishonest acts. The Fidelity Bond shall include all of the Association's Executive Board and Officers, including the position of Secretary/Treasurer, by whatever title known. The bond shall be in the amount of not less than \$50,000.00. The amount of the bond may be increased, from time to time, at the direction of the board. The association shall also maintain liability insurance to cover all functions of the organization in the amount of one million dollars, (\$1,000,000.00) and a two million dollar (\$2,000,000.00) aggregate policy.



4. The payment of annual dues shall entitle all members to any official publication of this Association. The expenses of Executive Board members incurred in performance of their duties shall be paid by the Association as outlined in the Association policies. Expenses of other persons serving the Association may be authorized by the President.
6. The President may appoint the following committees: Audit, Education, Legislative, Memorial, and other committees as the President deems necessary.
7. No persons shall incur any expense or indebtedness of any kind in the name of the Association without the authority of the President, except the Secretary/Treasurer for the necessary expenses of the office. In no case shall such expenditures, other than postage and printing costs, exceed \$150.00 without prior approval by the President.
8. The Annual Conference shall be held at a time agreed upon by the Executive Board and the host agency.
9. The President of the Association, or any two members of the Executive Board, other than the President, shall be empowered to call a meeting of the Executive board at any time with at least ten days written notice.
10. No person shall express opinions or positions of the association or represent that they speak on behalf of the Association except the President of the Association, or with the expressed authorization of the President of the Association.
11. Any persons found by the Executive Board to be in violation of the Bylaws may be subject to disciplinary action. Such action may include loss of privileges. Nothing in this Constitution and Bylaws prevents the Association from initiating action in a civil court.
12. Persons attending Association functions shall conduct themselves in a manner that is not offensive to the others and exercise a reasonable standard of behavior. Persons who violate a reasonable standard of behavior such as fighting, verbal assault on others, or violation of the law may be excluded by the President or his/her designee from Association activities. Reports of such exclusion shall be forwarded to the person's member department requiring acknowledgement of exclusion.
13. An officer who misses 2 meetings and has not been excused by the president shall be subject to removal from office pursuant to Article IV section 6.

Approved this 16<sup>th</sup> day of June 2017, in Lebanon, Oregon and adopted by the Board of Directors on 16<sup>th</sup> June 2017 in Lebanon, Oregon

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Rex Parks, President

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Abbie Cardenas, Secretary/Treasurer