



THE BYLAWS OF THE CENTRAL FLORIDA FIRE CHIEFS' ASSOCIATION

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be the Central Florida Fire Chiefs' Association (herein after referred to as the "Association"). The principle office and address of the Association shall be located as directed by the Executive Board of Directors (herein after referred to as the "Executive Board").

ARTICLE II

PURPOSE AND OBJECTIVES

The Association's Mission is to promote proactive leadership throughout the Central Florida Fire, EMS and Emergency Services profession that establishes and supports common goals and objectives, cooperative partnership opportunities, and the professional development that meets the needs of its agencies, members, and the communities they serve.

More particularly, the spirit of our Mission is to bring together in a business and social environment those organizations and persons interested in the development of our profession and services through networking and educational opportunities.

ARTICLE III

MEMBERSHIP

Section 1. *Principal Member* - Principal members will consist of department heads serving as administrative fire chiefs, directors of public safety with fire service/emergency medical responsibilities, and other designated chief officer ranks, or any comparable officer certified by Florida Statute 633.34

Principal membership shall receive recommendation of the Executive Board and be confirmed by majority of membership vote as defined in Article VII, Section 5. Each principal member in good standing shall be entitled to all rights and voting privileges of membership.



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Section 2. *Life Membership*

Life membership may be conferred upon active principal members who have retired from the fire service. Life membership shall embrace the following association qualifications.

- A. Must have rendered conspicuous service to the association as recognized by the membership
- B. Served as an officer of the association in one of the following elected or appointed positions: President, Vice-President, Secretary/Treasurer, Chaplin, Historian, or Director.
- C. Life members must have a minimum tenure of unbroken service in the CFFCA of 5-years.
- D. Life membership recipients may exercise a retreat right option and revert back to principal membership status upon resumption of active fire service duty that qualifies the individual for such status. Life membership is not lost due to this action. Upon later retirement Life Membership is automatically restored.

An Applicant for LIFE membership may be recommended by any member in good standing to the Executive Board for their approval. Life membership must be ratified by a majority membership vote as defined in article VII Section 5.

Life Members in good standing will enjoy all rights and privileges of the Association, except to hold an elected office. Each Life Member will be entitled to one vote.

Section 3. *Associate Member* - Associate membership may be conferred upon any individual (professional) if their occupations are directly related to the Fire Protection Field, such as civilian County or Municipal fire marshals, emergency medical managers, emergency management executives, fire protection engineers, fire protection educators, fire protection consultants, lieutenants, captains, retired fire chiefs or retiring Principal members as described in Article III, Section 1, chief officers from outside Association's membership area boundaries as defined in Article III, Section 7, or other associated professions when proposed by a member in good standing.

Membership for Associate status must be proposed by a member in good standing, receive the recommendation of the Executive Board and be ratified by majority membership vote, as defined in Article VII, Section 5. Associate members shall be entitled to all rights and privileges of membership except to vote and hold elected office.



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Section 4. *Honorary Member* -Honorary membership may be conferred upon an individual (professional or elected) who has rendered conspicuous service to this Association, its aims and purposes, provided said individual is approved by the Executive Board and ratified by membership vote, as defined in Article VII, Section 5.

Honorary members shall be entitled to all rights and privileges of membership except to vote and hold elected office.

Section 5. *Corporate Members* - Three (3) Levels of Corporate memberships are available to accommodate commercial or private individuals and outside corporate organizations who wish to be affiliated with and support the Central Florida Fire Chief's Association as a corporate partner. Partnership levels and the associated annual dues are established as: First Alarm Corporate Partner [\$125], Second Alarm Corporate Partner [\$250], and Third Alarm Corporate Partner [\$500]. The Board of Directors shall establish various degrees of corporate level benefits that are reasonably commensurate with the higher dues.

Membership criteria shall be an organization or individual who would benefit the Association, or who would be directly related to the fire/emergency medical service where a close association would be beneficial to both parties, i.e., alarm companies, sprinkler companies, apparatus manufacturers, service or equipment vendors and other associations with similar goals in public safety and fire/rescue. Corporate affiliate membership must be proposed by a member in good standing with favorable recommendation by the Executive Board and ratified by a majority membership vote, as defined in Article VII, Section 5. Corporate members shall hold no office, nor have voting privileges. Advertising as an Affiliate with the Association's name and distinguishing service logo will be permitted for corporate members in good standing, subject to the prior approval of the Executive Board.

Section 6. *Membership Suspension* - Any member may be suspended by the Executive Board when in their opinion the conduct of the individual is not complimentary to the Association. Final disposition will be by membership, in a called or regular meeting.

Section 7. *Membership Area* - The Association's area of boundaries shall be Orange, Seminole, Osceola and Lake Counties (herein after referred to as the [ADistricts@](#)). Persons or organizations outside these Districts who desire Principal Membership in the Association may petition the Executive Board or apply for Associate Membership as defined in Article III, Section 3.



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Section 8. *Membership Voting* - All membership votes will be in accordance with Article VII, Section 5.

Section 9. *Transferability* - All Association memberships (other than Corporate) are nontransferable unless such transfer is approved by the Executive Board.

Section 10. *Other Memberships* - The Membership Committee shall forward to the Executive Board applications for membership that may not resemble current membership categories. Such application shall be reviewed by the Board and forwarded to the general membership for final disposition.

ARTICLE IV OFFICERS

Section 1. *Elected Officers* - The elected officers of the Association shall consist of a President, Vice-President, five Directors (one from each District and one at-large), all of whom shall serve without salary and have been duly elected by a majority of the voting members at the Association's regular meeting held in February, as defined in Article V, Section 8.

Section 2. *Duties of the President* - It shall be the duty of the President to preside at meetings of the Executive Board and all general meetings of the Association. The President shall have general supervision of the affairs of the Corporation and shall sign, as President, all contract and other instruments of writing, unless otherwise delegated. At the end of the president's full term of office, the outgoing President shall serve in the capacity of "Immediate Past-President" and carry out those duties as defined in Article IV, Section 6.

The President shall appoint all committees not otherwise provided for. The President shall perform such other duties as may be incidental to the office held or as may be directed by the Executive Board.

Section 3. *Duties of the Vice-President* - The Vice-President shall assist the President in conducting the business of the Association and perform such other duties as may be required. In the absence or inability of the President to perform prescribed duties, the Vice-President shall perform all the duties of that office.



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Section 4. *Duties of the Directors* - Directors will participate in all Executive Board meetings and shall have full voting rights. Directors shall represent the association membership at board meetings and shall carry out such additional duties as directed by the President. Directors will be limited to ranks of Administrative Chiefs (5 Bugle) only. The Director-at-Large shall be a retired fire chief in good-standing with the association.

Section 5. *Duties of Immediate Past-President* –

The outgoing residing President assumes the position of the Immediate Past-President and carries out the planning activities of the Association function at the Florida Fire Chiefs' Association's summer conference, including other duties as may be assigned by the President. The immediate past-president may participate in all Executive Board meetings and will have full voting rights in all business matters of the association requiring votes for approval when present.

Section 6. *Vacancies* -

- (A) President - Should a vacancy occur in the office of President, the Vice-President shall immediately assume all responsibilities of the office of President and carry out the duties of that office until the term of the President expires.
- (B) Vice-President - Should a vacancy occur in the office of Vice-President, the Executive Board shall appoint an active member in good standing who will serve until the term of the Vice-President expires.
- (C) Director - Should a vacancy occur in the office of a Director, the Executive Board shall appoint an active member in good standing until the term of the Director expires.

Section 7. *Appointed Officers* – the Secretary/Treasurer, Historian and Chaplin shall serve as appointed officers of the Association at the pleasure of the President and Executive Board of Directors with confirmation by majority of the membership. The Historian and Chaplin shall have no set terms of office and should vacancies occur, interim appointments can be made by the President until a permanent appointee is found and approved. The Secretary/Treasurer term will run consistent with the term of the President. If a vacancy should occur the President with the concurrence of the Board will fill the position. The Board will decide the appropriate compensation package along with the other business and personal expense The Secretary/Treasurer's Position will be a contractual position and shall not be considered an employee of the C.F.F.C.A. The Board will give priority to Lifetime Members or Retired Fire Chiefs in good standing with C.F.F.C. Association.



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(A) Duties of the Secretary/Treasurer

The Secretary /Treasurer shall be responsible for receiving and dispersing monies of the Association, and shall keep or approve accounts in accordance with such polices and procedures as set forth and from time to time may be approved by the Executive Board. The Secretary/Treasurer shall make a monthly treasury report to the Association of receipts, disbursements, and current balance on hand. The Secretary/Treasurer shall keep a complete record of all proceedings of the Association, and serve as the Secretary to the Association in all Executive Board and general meetings, and including other duties as the President or Executive Board may deem necessary. The Secretary/Treasurer shall maintain the minutes of all Association meetings and have printed the minutes of the most previous meeting along with the current treasury report for distribution at the next scheduled meeting. All funds, equipment, books, and records are and shall remain the property of the Association.

(B) Duties of the Historian

The Historian shall serve as a compiler of records that hold historic value for the Association and Effectively maintain broad knowledge dealing with past events; provides assistance to the Secretary/Treasurer in publishing the Association's annual report; and maintains a close relationship and effective cooperation with the secretary/treasurer. The Historian also serves as Sergeant-at-Arms at the direction of the president. Appointment by the president should give preference to lifetime or otherwise long-tenured members of the Association.

(C) Duties of the Chaplin

The Chaplin shall be charged with the spiritual welfare of all members and spiritual leadership of the association. Duties include the offering of divine but non-sectarian service in the event of dedications, funerals, public functions, or other sanctioned activities by the Association. The Chaplin, prior to appointment, is not required to be a member of clergy or a member of the association; however, the Chaplin can be either or both. Abilities of the Chaplin must clearly distinguish the incumbent as being fully capable of moral and intellectual leadership and one who gives dignity and respect to the office.

Due to expenses inherent with the position, the Chaplin shall be dues exempt.



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ARTICLE V EXECUTIVE BOARD OF DIRECTORS

Section 1. *Executive Board of Directors* - The Executive Board of Directors (herein after referred to the Executive Board) shall supervise the activities of the Association. The Executive Board shall consist of the following: President, Vice-President, Immediate Past President, and five (5) Directors. A minimum of four members, including the President or in his absence the Vice-President shall constitute a quorum of the Executive Board.

Section 2. *Chairperson of the Executive Board* - The President shall serve as Chairperson of the Executive Board. In the case of a tie vote, the matter will be decided in accordance with the vote of the Chairperson.

Section 3. *Immediate Past President Vacancy* - If the Immediate Past President position is vacated, the Executive Board may or may not appoint a member in good standing to serve out the remaining term of office.

Section 4. *Election of Officers* - The President shall appoint one member from each of the four Districts to serve on a Nominating and Elections Committee. The President shall further designate one of these members to serve as Committee Chairperson. Appointment should be made not more than sixty (60) days or less than thirty (30) days before the February meeting.

Section 5. *Nomination* - Persons who wish to have their names placed on the ballot or slate of officers for an elected office shall do so by contacting the Nominating and Elections Committee Chairperson by the Association's January meeting.

Section 6. *Ballot* - The Nominating and Elections Committee will prepare and have ready by the February meeting the ballot or slate of officers, including the list of electoral members and a check-off list. The Committee Chairperson or designee in the absence of the Chairperson shall present the ballot or slate and conduct the electoral process under the direction of the President.



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Section 7. *Secret Ballot* - Where two or more candidates are nominated for the same office, election for a particular office(s) or directorship(s) shall be conducted as a secret ballot. The candidate receiving a majority of all votes cast shall be declared elected.

Section 8. *Term of Office* - The regular term of office shall be for two (2) years. President, District 1 Director and District 3 Director shall be elected during the odd number years.

The Vice-President, District 2, District 4 and the District Director at large shall be elected during the even number years.

Section 8a. *Retention of Office* - Elected Association Officers who retire in good-standing while serving in their elected office may complete their term of office upon approval by the Executive Board and majority vote by the general membership.

Section 9. *Removal* - Any Elected Association officer or director may be removed from office during the term thereof with cause by two-thirds vote, as described in ARTICLE VII, Section 5, at any regular meeting of the Association's membership. The unexpired term of any directorship vacated shall be filled in accordance with ARTICLE IV, Section 6(C).

Any Appointed Officer may be removed by majority vote of the Executive Board of Directors. The un-expired term of any Appointed Officer shall be filled in accordance with ARTICLE IV, Section 7.

ARTICLE VI DISTRICT DIRECTORS

Section 1. *Districts* - For the purpose of better serving and representing its members, the Association shall be divided into the following Central Florida geographical Districts:

DISTRICT 1 - ORANGE COUNTY (Active 5-Bugle Fire Chief representing the CFFCA members and agencies located within the district elected)



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DISTRICT 2 - SEMINOLE COUNTY (Active 5-Bugle Fire Chief representing the CFFCA members and agencies located within the district elected)

DISTRICT 3 - OSCEOLA COUNTY (Active 5-Bugle Fire Chief representing the CFFCA members and agencies located within the district elected)

DISTRICT 4 - LAKE COUNTY (Active 5-Bugle Fire Chief representing the CFFCA members and agencies located within the district elected)

DISTRICT 5 - AT LARGE (Retired 5-Bugle Fire Chief representing the retired members of CFFCA with particular interest on the retired CFFCA fire chiefs. This director shall be charged with the responsibility of a designated annual retirees' program)

Section 2: *Duties of the District Directors* - District Directors shall, as a part of their duty, contact each Fire Chief within their district about those matters of concern as may be identified by the President for the purpose of caucusing ideas, coordinating activities, and promoting attendance or new memberships. The director-at-large shall establish and maintain an effective communication network of those retiring and retired CFFCA members in an effort to retain members after retirement and will coordinate an annual retirees program for the association.

ARTICLE VII MEETINGS

Section 1. *Meetings* - The Association shall hold monthly meetings on the second Friday of each month, unless otherwise specified in Article VII. Nothing shall be construed as to prohibit the Executive Board from changing the place, date or time of the meetings in cases of extraordinary circumstances or when special conditions dictate otherwise.

Section 2. *Annual Meetings* - The annual meeting will be held in April at a place so designated by the President at the previous meeting. The Association's Annual Report shall be presented at this meeting to the membership by the Secretary.

Section 3. *Election and Installation* - The election of Officers and Directors shall be held during the month of February at a location as determined by the President. The Installation of Officers and Directors shall be held at the call of the President during the month of March at a location approved by the Executive Board.



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Section 4. *Florida Fire Chiefs' Association Conference* - During the month in which the Florida

Fire Chiefs' Association conducts its annual conference, the Association's monthly meeting will be conducted during and at the place of the conference. The actual date and time will be at the call of the

President with one (1) months advance notification of the general membership.

Section 5. *Quorum and Voting* - Fourteen (14) voting members representing at least seven (7) member departments shall constitute a quorum. A quorum shall be present before the transaction of any business is conducted during general membership assembly.

On all votes, each fire department shall be allowed a maximum of two votes. It will be the agency's responsibility as to who votes.

Section 6. *Order of Business* - The order of business at Association monthly meetings may include, but not be limited to:

- Call to Order
- Invocation
- Pledge of Allegiance
- Roll Call of Members
- Welcome of Guests
- Approval of Previous Meeting's Minutes
- Treasurer's Report
- Bills and Communications
- Approval of Membership Applications
- Committee Reports
- Old/Unfinished Business
- New Business
- Good of Organization
- Program Presentation
- Adjournment



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ARTICLE VIII COMMITTEES

Section 1. *Standing Committees* - The following standing committees are hereby established and charged with the responsibility to conduct committee business at the direction of the Executive

Board of Directors, Committee members and Chairpersons shall be appointed by and serve at the pleasure of the President:

- Legislative
- Membership
- Professional Development
- Social Events / Fund Raising Activities

Section 2. *Other Committees* - With the approval of the Executive Board, the President may from time to time constitute or dissolve Ad Hoc committees as may be appropriate, determine their duration, size and responsibility, and appoint, remove and designate the terms of committees and appointed members.

ARTICLE IX FINANCE/ADMINISTRATION

Section 1. *Financial Year* - The financial year shall begin April 1 and end March 31.

Section 2. *Dues* - Annual membership dues are payable on the first day of January each year as per the following schedule:

- Principal Membership \$50.00
- Life Membership Dues Exempt
- Associate Membership \$50.00
- Honorary Membership Dues Exempt
- Corporate Membership 1st Alarm Partner \$125; 2nd Alarm Partner \$250; or 3rd Alarm Partner \$500.



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Annual dues may be changed on recommendation of the Executive Board and ratified by majority membership vote.

Any member allowing dues to remain unpaid beyond March 31 shall be deemed delinquent and have no privileges of voting or other privileges or benefits of the Association until such dues are paid in full, provided that such member was given at least sixty (60) days prior notice of Annual Dues Statement. Delinquent members that have not paid their outstanding dues by April 30 will be placed on inactive membership status and subsequently removed from the Association's active membership roster upon direction of the Executive Board and approval by membership vote.

Section 3. *New Members* - All new members shall pay to the Association the full annual dues amount when applying for membership January through June. Dues shall be assessed at one-half the total dues amount from July through December. Upon receipt of the applicable dues, membership shall be for the balance of the Associations current fiscal year.

Section 4. *Budget* - At each Annual Meeting, the Secretary/Treasurer shall present the Executive Board's recommended budget for the ensuing year for review and approval by the members present.

Section 5. *Strategic Planning* - Upon approval of the Executive Board and at the call of each new incoming President, a biennial Strategic Planning Workshop will be conducted with membership involvement encouraged and solicited. The purpose of the strategic planning process is to develop the Association's goals and objectives for Executive Board consideration and recommendation to the membership at large under the new president's leadership.

Section 6. *Roster and Records* - The Association shall publish annually a membership roster designating the type of membership of each member. If funds are available and upon approval of the Executive Board, the Secretary may publish or have published an Association Membership Directory.

The minutes and financial records of the Association shall be open to inspection by any member in good standing at any reasonable time.

Section 7. *Expenses* - Association Officers, Directors, and committee members shall serve without pay,



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but may be reimbursed for other necessary business expenses when substantiated by the Secretary/Treasurer and subject to approval by majority membership vote.

Section 8. *Disbursements* - The Association's bank account shall be established in such a manner that withdrawals can be made upon the signatures of at least two (2) current Officers (President, Vice President, and Secretary/Treasurer).

(A) Requests for campaign contribution advancements to Association members in good standing who are running for state, regional, or national association office of the Florida Fire Chiefs' Association, South East Fire Chiefs' Association, or the International Association of Fire Chiefs shall be formally addressed to the Executive Board. The Executive Board will consider a maximum contribution and advancement of \$250.00 from the Association treasury with final approval resting with a majority vote of the association membership. In cases of multiple or competing candidates who are members in good standing, the Executive Board shall determine the amount of recommended disbursement for membership consideration and final approval. All advancements shall be verified through legitimate expenses and receipts with any remaining unexpended funds returned to the secretary/treasurer for re-deposit in association treasury.

Section 9. *Financial Audit* - A financial audit of the Association's books shall be conducted at the close of each fiscal year and upon a new incoming Secretary/Treasurer. At the call of the President, a committee will be appointed to conduct a financial audit and report their findings of fact to membership at general assembly.

ARTICLE X AMENDMENTS

Amendments to these By-Laws may be offered by any member of the Association proposing the same in writing and serving the President and Secretary/Treasurer with a copy thereof. Said proposed amendment must be read or distributed in writing in open meeting and shall not be voted upon until the following meeting.

Amendments may be made to these By-Laws only upon approval of two-thirds of the members present and voting. All amendments, alterations or revisions of any part of the By-Laws shall take effect upon their adoption at the meeting unless otherwise provided. Copies of amendments adopted shall be distributed to all members



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by the Secretary/Treasurer.

**ARTICLE XI
RULES OF ORDER**

In the event any question comes before the meeting for which no provision has been made in the Charter or By-Laws, the presiding Association Officer shall be guided by rules provided for in accordance with "Robert Rules of Order".

**ARTICLE XII
TERM**

The term of this corporation shall be perpetual.

**ARTICLE XIII
DISSOLUTION**

Dissolution may be affected only by an affirmative vote of the Association's voting membership in general assembly and shall be in compliance with the applicable laws of the State of Florida and pertinent laws and regulations of any other governmental authority.

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and the Articles of Incorporation, and upon dissolution, no part of said funds shall be distributed to the Officers, Directors or members of the Association unless permitted as outlined in Article IX, Section 7.

On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as determined and approved by the Executive Board.

END

INCORPORATED TO DO BUSINESS IN 1964; LAST AMENDMENTS ADOPTED February 10, 2006.



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(THE CENTRAL FLORIDA FIRE CHIEFS' ASSOCIATION HEREBY AMENDS ITS BY-LAWS AS APPROVED BY MAJORITY MEMBERSHIP VOTE IN A REGULARLY SCHEDULED BUSINESS MEETING HELD ON March 12, 2009.)

AFFIXED SIGNATURES (EXECUTIVE BOARD QUORUM)

John Williamson
PRESIDENT – John Williamson

Jim White
VICE-PRES – Jim White

Jim Reynolds
DIRECTOR – Jim Reynolds

Jerry Ransom
DIRECTOR – Jerry Ransom

Bob King
DIRECTOR – Bob King

David Dobrzykowski
DIRECTOR – David Dobrzykowski

Charles Chapman
DIRECTOR – Charles Chapman