

BYLAWS
NEW ENGLAND ASSOCIATION OF FIRE CHIEFS, INC.

As amended _____

ARTICLE I ORGANIZATION AND PURPOSE

Section 1. This organization shall be known as the New England Association of Fire Chiefs, Incorporated.

Section 2. The purpose for which the corporation is formed, and its mission, is as follows:

A. To operate as a non-profit corporation; to encourage and cooperate in the development of new techniques, equipment and practices to improve public safety regarding fire prevention and control; to promote more effective organizations and functions of the firefighting services including Municipal Fire Departments, with a view toward greater protection of life and property from the dangers of fire and other related hazards.

B. To aid in the dissemination of information among the Fire Chiefs of New England concerning: newly developed equipment and procedures for fighting fires and carrying out the other functions of the Fire Departments; special hazards and problems presented by the development of new industrial and scientific processes and equipment; disasters caused by natural or human origin; practices in particular areas in the administration of Fire Departments; other matters affecting and concerning the Fire / Rescue/EMS services.

C. To provide the means for: an exchange of ideas between its members; conducting of conferences between the members and with those having specialized knowledge on particular matters affecting the Fire/Rescue/EMS services; and the study of matters by its committees.

D. To provide facilities and operate testing grounds for the display, demonstration and testing of equipment required and techniques of operation used in the Fire/Rescue/EMS services.

E. To cooperate with the manufacturers and dealers in equipment used in the Fire/Rescue/EMS services with a view toward the dissemination of information to the Fire/Rescue/EMS services on the various devices available, and the development of better and more standardized equipment.

F. To represent the interests of those in the profession of Firefighting/Rescue/EMS before legislative and other bodies considering matters in which they are concerned to the extent permitted by organizations exempt from taxation under Internal Revenue Code Section 501 (c) (3).

G. To make charitable donations, including memorial and sickness remembrances, to members and their families, and other persons and communities who suffer financial hardships and losses through death, sickness, injury, conflagrations, and catastrophes as permitted under the provisions of

I.R.C. 501 (c) (3).

H. Any request for a donation to a candidate running for office in a tax exempt organization connected with the mission of the NEAFC must be submitted to the Board of Directors for a recommendation to the Annual Meeting at least thirty (30) days prior to said meeting.

I. To receive gifts, and bequests, raise such monies and own such real property as is necessary for the advancement of the foregoing purposes.

ARTICLE II MEANING OR INTENT

Section 1. Whenever required to effectuate the meaning or intent herein, the singular shall include the plural, the masculine shall include the feminine, and vice-versa.

ARTICLE III - THE OFFICERS

Section 1. The officers of the corporation shall consist of President, First Vice President, Second Vice President, Secretary/Treasurer, Clerk and six State Directors, one from each of the six New England States. Candidates for the elected positions of President, First Vice President, Second Vice President, and State Director, shall make their intentions known that they are a candidate for office by submitting their candidacy to the Secretary/ Treasurer no less than ninety (90) days prior to the Annual Meeting for posting in the conference brochure or other mailing at least sixty (60) days prior to the Annual Meeting. All officers, except the State Directors, shall hold their office for one year. The offices of President, First vice president, Second Vice President will be on a rotation basis from the six New England States (Maine, Massachusetts, Rhode Island, New Hampshire, Connecticut, and Vermont) unless otherwise voted by the members at the Annual Meeting. The President, the First Vice President, Second Vice President shall be elected by ballot at the Annual Meeting. In order to ensure the continuity of the organization the First Vice President and the Second Vice President shall ascend to the next higher position upon the creation of a vacancy (due to the end of a term, a voluntary separation or removal of an officer) this shall be confirmed by an affirmative vote of all State Directors. All Officers shall be active members in accordance with Article VII Section 1a when elected to office.

Section 2. Executive Board shall consist of the President, First Vice President, Second Vice President and the Immediate Past President ("Executive Officers"). The Executive Board shall have the power to act on behalf of the Board of Directors between meetings and its actions shall be reported to the Board of Directors at the next board meeting for ratification and approval.

ARTICLE IV - THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the (6) State Directors and the (4) Executive Officers. Each Director shall serve until his successor is duly elected.

The Board shall meet at such a time and place as may be designated by the President. The actual expenses of the board, which includes travel at a mileage set by the Board of Directors each year, shall be paid by the corporation. Each member of the board shall have one vote, the holding of more than one office notwithstanding.

Section 2. A candidate for election as a State Director must be an active member in accordance with Article VII Section 1a and a resident of the particular state, which said Director, will represent. He shall be nominated and elected by the NEAFC members eligible to vote (five bugle Chief of Department/District (Active), and Honorary Life Chiefs) of that state. Directors shall serve for a term of three (3) years or until their successor is duly elected. The term of the Directors shall be staggered so that not more than one-third of the Directors are elected in any one year.

Each State Director shall request an eligibility list of qualified voters from the Secretary/Treasurer prior to holding an election. The election of Directors will be at the respective states caucus held during the Annual Meeting with the results announced at the Annual Meeting.

All Active and honorary Life Members shall be eligible to vote for the elective offices of their respective states.

Section 3. Action without a Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action is signed by all Directors and is filed with the minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote at the meeting of the Board of Directors.

Section 4. Telephonic Meetings. One or more directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

ARTICLE V - DUTIES

Section 1. It shall be the duty of the President to preside at all meetings of the corporation, the Board of Directors, and the Executive Committee. The President shall be the official representative and spokesman of the Association subject to the approval of the Board of Directors... He shall call special meetings of the Board of Directors when so requested by the majority of the Board of Directors or whenever he deems such a meeting is necessary, provided that a minimum of a three day notice of said meeting shall be given and the reasons

therefore. The President shall appoint all committees and appointees with the approval of the Board of Directors. Appointees as defined in Article X, Sections 1 and 2, may be an Honorary Life Member. He shall perform such other duties as may be incidental to the office.

Section 2. It shall be the duty of the First Vice President to perform the duties of the President during his absence. He shall assist the President in conducting the business and policies of the Corporation and perform such other duties as prescribed by the Board of Directors.

Section 3. The Second Vice President shall assist the President and First Vice President to perform the duties of their offices and in the absence of the President and the First Vice President, assume all the duties and responsibilities of the President.

Section 4. It shall be the duty of the Secretary/Treasurer keep a complete record of the proceedings of special and annual meetings of the corporation, the meetings of the Board of Directors; and the standing committees, of which he shall be an ex-officio member; to receive and answer all communications pertaining to the corporation; cause to be prepared a full report of the proceedings of each annual meeting, which shall be printed and one or more copies, made available to each member of the corporation. He shall receive all communications, contributed papers on topics, etc., designed to be presented to the meeting. He shall collect all monies due the corporation. Any committee collecting monies shall, no less than weekly, transmit said monies to the Secretary/Treasurer. The Secretary/Treasurer shall have the custody of the funds of the corporation; he shall keep a true account of all monies received and disbursed; pay all bills and at the Annual Meeting of the corporation and before all regular and special meetings of the Board of Directors, make a full and correct report of the same. He shall also employ such assistance as he may need for the collection of dues at the annual meeting and report the proceedings of the same and other such expenditures for clerical assistance at other times as may be approved by the Board of Directors. He shall execute a bond to the corporation in the sum of One million (\$1,000,000.00) dollars to be approved by the Board of Directors, the expense of procuring the same to be borne by the corporation.

The Secretary/Treasurer shall be appointed by the Executive Board with the approval of the Board of Directors. He shall perform such other duties as assigned to him by the President and/or the Executive Board. Neither he nor any Officer shall assume any indebtedness exceeding One Thousand (\$1000.) Dollars without the approval of the Board of Directors. The Secretary/Treasurer shall be a paid employee of the corporation and shall be considered an employee at will. A pay schedule will be determined by the Executive Board and approved by the Board of Directors.

Section 5. It shall be the duty of the Board of Directors to transact all the business of the corporation during the time intervening between the annual meetings. They shall have the full power to expunge from the minutes before printing, anything, which is objectionable to the corporation or its members.

Section 6. The Board of Directors shall fill any vacancies occurring by death or otherwise during the time from one Annual Meeting to another and the replacement shall be chosen from the state involved after conferring with the last President of the NEAFC from that state; and may vote by a two thirds of the total number of Directors remove any officer for cause. A quorum of six (6) Directors or two thirds of the acting Directors whichever is less shall be required to transact any business. The Board of Directors shall meet as necessary at a time, place, and date(s) set by the President or a majority vote of the Board of Directors.

Section 7. The Clerk of the corporation shall be appointed annually by the Board of Directors and shall be the director residing in Massachusetts. The clerk shall also serve as the resident agent for the corporation and perform the duties required under the laws of the Commonwealth of Massachusetts for corporations.

ARTICLE VI - ANNUAL MEETING

Section 1. The Annual Meeting of the corporation shall be held each year at such date and place designated by the Board of Directors. Proposals of sites for the Annual Meeting or conference shall be forwarded to the Secretary/Treasurer not less than sixty days prior to the start of the Annual Meeting by a member of the association or a company or corporation in business for this purpose. Proposals shall describe the features of the site, amenities and services to be provided and the cost that would be applicable for the current year that the proposal was presented. The cost information is for comparison purposes only. All site proposals shall be investigated by a site committee as appointed by the President. Proposed sites must be at a fully sprinklered facility and a facility in full compliance with state fire codes. This committee shall submit all information relative to the proposals to the Secretary/Treasurer for disposition as provided above.

Section 2. A special meeting of the corporation may be called by the Board of Directors upon at least ten (10) days notice by mail to the members, said notice stating the time, place and purpose of said special meeting.

Section 3. Any exhibits and/or apparatus display shall at all times be under the sole control of the Exhibit Committee under such rules as the Board of Directors may adopt.

Section 4. A registration fee shall be charged every member registering at the Annual Meeting, the amount to be determined by the Board of Directors. A registration fee shall also be charged every non-member registering at the Annual Meeting, the amount to be determined by the Board of Directors. Entrance to the exhibit hall or educational sessions will require a registration badge or a day pass.

Section 5. The Board of Directors shall have full power to levy an assessment and collect from the members an amount sufficient to cover the entire expense of the Annual Meeting.

Section 6. All proposed changes in the Bylaws and/or any resolution to be presented at the Annual Meeting of the corporation shall be forwarded to, the By-Law Committee no later than February 15th unless waived by a vote of the Board of Directors. All proposals shall made available to each member (in good

standing), not less than fifteen (15) days prior to the meeting. All proposals shall be posted in the vicinity of the registration area. A special meeting of the corporation shall be held on the first full day of the Annual Meeting at which time the proposals shall be read. The proposals shall be voted on at the Annual Meeting. A 2/3 vote of the members present and entitled to vote and voting shall be necessary for adoption. The membership by majority vote may request a secret ballot.

Section 7. During the conference which may include the Annual Meeting, a portion of the conference shall be set apart for the holding of a memorial service in the memory of departed members at an appropriate time and setting as designated by the Association Chaplains and approved by the Board of Directors.

Section 8. Nomination and election of officers shall be by secret ballot at the Annual Meeting. All officers elected will be installed at a time and place designated by the Board of Directors and shall swear to the following oath of office: "I, (name) hereby swear that I will support the Constitution and Bylaws and at all times bear allegiance to the goals and purposes of the New England Association of Fire Chiefs, Inc. I further swear to perform the duties and responsibilities of my office to the best of my ability and at the end of my term of office, I will deliver to my successor all records of said office, so help me God."

Section 9. Reports of all committees will be presented at the Annual Meeting. The Secretary/Treasurer shall prior to the next Annual Meeting arrange for the distribution to all members of a summary of the activities of the Board of Directors.

ARTICLE VII - MEMBERSHIP

Section 1. The membership shall consist of:

A. Active Members:

- fire
- (1) The Chief of the Fire Department of a regularly organized public department;
 - (2) Chief of a private Fire Department that provides municipal service;
 - (3) Chief of an industrial Fire Department;
 - (4) State Fire Marshal;
 - (5) Full time employed Fire Commissioners;
 - (6) Fire Directors

B. Associate Members:

(1) City or Town Officials, Fire Commissioners, Assistant or Deputy Chiefs or members of fire departments, individuals and individuals representing firms and corporations interested in the protection of life and property against fire.

(2) Associate members shall be entitled to all the privileges of membership in the corporation except the right to vote and as otherwise provided in these By-Laws.

C. Honorary Life Members:

(1) Honorary Life Members shall be entitled to vote on all matters. Honorary Life Members shall be entitled to all privileges of an active member except as otherwise provided in these By-Laws. Honorary Life Members shall not be required to pay annual dues; however, the Board of Directors may assess Honorary Life Members a fee to cover mailing costs. Honorary Life Membership may be conferred upon active members upon their retirement from office, provided they have been active members of the corporation or its predecessor, The New England Association of Fire Chiefs for a period of five years immediately preceding the date of their retirement, and provided further that they are not identified with fire protection from a commercial standpoint. Honorary Life membership will be withdrawn in the event the member becomes identified with fire protection from a commercial standpoint, but may be reinstated by making application to the corporation and receiving a positive vote at an annual meeting.

D. Life Membership:

(1) Individuals, firms and corporations interested in protection of life and property against fire, shall be eligible for life membership upon payment of the fee established in the fee schedule. The Board of Directors may assess Life Members a fee to cover mailing cost.

(2) Life Members shall be entitled to all the privileges of membership in the corporation except the right to vote and as otherwise provided in these By-Laws.

Section 2. No member who is in arrears for dues and assessments shall be entitled to vote at any meeting of the corporation, and any member who is in arrears on June 1st shall receive a second notice and if still in the arrears on August 1st he shall be dropped from membership.

Section 3. Dues and Fees Schedule: Dues and fees for Active, Associate, Honorary Life, and Life Members shall be set by the Board of Directors and voted on by the membership at the next annual meeting.

Section 4. Application for all classes of membership shall be received by the Secretary/Treasurer. The proposed member has to be sponsored by a member in good standing with the corporation. The Secretary/Treasurer shall after investigation approve or disapprove the application except as otherwise provided in these By-Laws. If a question of eligibility arises, a decision to approve or disapprove shall be determined by the Board of Directors.

Section 5. The Secretary/Treasurer shall not register or give a badge or extend any courtesies of the annual meeting to any member whose dues and assessments are not paid to date in full.

Section 6. No member shall be expelled from the membership by vote of less than two thirds (2/3) of the membership present at the Annual Meeting, nor of a vote of less than 30 members present and voting on such expulsion.

Section 7. Code of Ethics with Guidelines

The mission of the New England Association of Fire Chiefs (N.E.A.F.C.) is to pursue the protection of life and property by leadership, education, and support for its members and affiliate organizations. N.E.A.F.C. members and appointees have a special responsibility to the community, as well as legal and ethical obligations ensuing from service.

These responsibilities impose duties inherent to the fire service, including the promotion and protection of public trust and confidence, avoidance of conflicts of interest and appearances of impropriety, as well as careful and informed management of public finances. These duties must at all times guide the conduct of all N.E.A.F.C. members and appointees.

Conflict of Interest – A conflict of interest refers to situations in which private interests or personal considerations may compromise a chief officer's judgment and his or her responsibility to act in the best interest of the fire service. Members should always hold themselves to the highest standard of personal integrity by avoiding all conflicts of interest or the appearance of the same.

Appropriate Conduct - The N.E.A.F.C. expects all members to maintain the highest standards of professionalism, judgment, maturity and personal integrity; to comply with all applicable laws; and to treat others with dignity and respect.

Equal Opportunity - All decisions pertaining to hiring practices, volunteer recruitment, appointments, pay adjustments, promotions, and discipline should prohibit discrimination because of race, color, religion, sex, national origin, sexual orientation, political affiliation, disability, age or marital status.

Anti-Harassment and Non-Discrimination - The N.E.A.F.C. believes that all employees and volunteers have the right to work in an environment where everyone can achieve their full potential without being impeded by discrimination or harassment. Members should have no tolerance for acts of inappropriate and illegal discriminatory behaviors in the fire and emergency service.

Partnerships/ Relationships - Members should develop and maintain a healthy partnership/relationship for the purpose of improving the quality of life for fire service personnel and the citizens that they serve.

Wellness-Fitness - The N.E.A.F.C. supports the Wellness-Fitness-Safety Initiative. Members have a responsibility to adopt policies to maintain fit, healthy and capable fire fighters and EMS personnel.

Personal Information and Privacy - Members should strive to protect employee/volunteer privacy interests and to prevent inappropriate disclosures of information from an employee or volunteer's personnel record.

Outside Employment - Members should not engage in, solicit, negotiate for, or promise to accept private employment, nor should they render services for private interests or conduct a private business when such employment, service, or business creates a conflict with or impairs the proper discharge of their official duties. Members shall not engage in outside work or business activities that runs contrary to the central mission of the organization and damages the Associations reputation with the general public.

Use of Department Property Internet - Use of Association property is limited to the conduct of official business and uses that are allowed to the general public.

Internet, E-mail and Voice Mail - Internet access, e-mail and voice mail are provided for business use. Incidental and appropriate personal use is permissible.

Public Speech - The N.E.A.F.C. respects the rights of members for personal self-expression. However, members who identify themselves as employees/volunteers of their departments in public communications must make it clear that the views expressed are their own and do not necessarily reflect the views of their departments or the N.E.A.F.C.

Confidential Information - Members should not disclose to others, or use to further their personal interest, confidential information acquired by them in the course of their official duties.

Impression of Influence - N.E.A.F.C. members should conduct their official and personal affairs in a manner that avoids any impression of influence and disclose any personal relationships that may give the impression of influence. Members should not accept gifts, money, discounts or favors including a benefit to family members, friends or business associates if the gift could be reasonably inferred or expected that the gift was intended to influence them in the performance of their official duties, or acceptance of the gift is forbidden by state or local law or Association policy.

Personal Appearance - Members are expected to dress in a clean and neat manner appropriate to their job responsibilities and consistent with the standards of professional, appearance and dress.

Political Activities - N.E.A.F.C. members generally are entitled to exercise their rights to hold membership in or support a political party; to participate in political campaigns; to vote; and express their opinions on political campaigns; to vote; and express their opinions on political subjects or candidates. Members should not, however, participate in political activity during the scheduled workday. Likewise members should not participate in political activity as a representative of the N.E.A.F.C..

E. Special Honorary Life Membership maybe conferred by approval of the Board of Directors for Associate/Vendor members.

ARTICLE VIII - AMENDMENTS OF BY-LAWS

Section 1. This corporation shall have full power at a meeting called for that

purpose, to alter, amend or repeal these By Laws, but the same shall not be done except by a vote of two thirds (2/3) of the members present and entitled to vote at said meeting. The membership by majority vote can request a secret ballot. However, no such proposed amendment shall be considered that has not been read and posted as provided in Article VI, Section 6.

ARTICLE IX - RULES OF ORDER

Section 1. The presiding officer shall preserve order and decorum. All questions of order shall be decided by him, subject to appeal by any member to the parliamentarian.

Section 2. In a decision of any question coming before the annual meeting for which no provisions are made in the Bylaws, the presiding officer shall be governed by the rules laid down in Robert's Rules of Order.

Section 3. Every member, when he speaks or offers a motion, shall rise in his place, properly identify himself, and respectfully address the presiding officer and when finished shall resume his seat. He shall confine himself to the question under debate, avoid all improper personal references and indecorous language.

Section 4. When two or more members shall rise to speak at the same time, the presiding officer shall decide who shall have the floor.

Section 5. A member called to order by the presiding officer shall immediately cease speaking on the question before the house, and shall not resume his remarks until the question is settled.

ARTICLE X - STANDING COMMITTEES AND APPOINTEES

Section 1. Appointees

Members appointed as Sergeant-at-Arms, Assistant Sergeant-at-Arms and Parliamentarian shall be an Active Chief or Honorary Life Member Chief. Clergy appointed as Association Chaplains shall have no membership status.

Section 2 Standing Committees

A. Advertising, Audit, By-Laws, Professional Development, Exhibit, Financial, Memorial Service, Red Book, Conference Format Committee, Registrations

B. The chairman of each standing committee shall be a current Director or Officer of the Association.

C. The President with the approval of the Board of Directors may from time to time establish "working groups" intended to meet the organizations needs.

Section 3. The Past President, the First Vice President, and the Second Vice

President shall constitute the Auditing Committee. The Auditing Committee will see that an outside auditing firm has audited the books each year before the annual meeting and shall review the results of the audit with the auditor and recommend to the Board of Directors any changes in accounting practices or procedures recommended by the auditor.

ARTICLE XI - INDEMNIFICATION

Indemnification. Except as otherwise provided in this Section, the Corporation shall indemnify, defend, and hold harmless any director, officer, or employee of the Corporation who was or is a party, or is threatened to be made a party, to a threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, or investigative, and whether formal or informal) as provided herein. The Corporation shall indemnify the director, officer, or employee against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with the action, suit or proceeding. The Corporation shall indemnify a director, officer, or employee only if the person acted in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner that the person reasonably believed to be in the interests of the Corporation. With respect to a criminal action or proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful. To the extent that the director, officer, or employee or of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding, or in defense of any claim, issue or other matter in the action, suit or proceeding, the director, officer, or employee shall be indemnified against the actual and reasonable expenses, including attorneys' fees, incurred by him or her in connection with the action, suit or proceeding, and any action, suit or proceeding brought to enforce this indemnification provision. Unless ordered by a court, any indemnification permitted under this Section shall be made after (a) determining that the indemnification is proper under the circumstances because the person to be indemnified has met the applicable standard of conduct and, (b) evaluating the reasonableness of the expenses, and of the amounts paid in settlement. No indemnification shall be provided for in connection with (a) the receipt of a financial benefit to which the person is not entitled, or (b) a knowing violation of the law.

ARTICLE XII - LIABILITY

Liability of Directors. No director or officer of the Corporation shall be personally responsible to its creditor for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects, or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith.

ARTICLE XIII - RESTRICTIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, Officers, or other private persons, except that

the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these By-Laws, no Director, Officer, employee or agent, or any other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken by an organization exempt under 501 (c) (3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

ARTICLE XIV -CONFLICT OF INTEREST

No person who is a Director, Officer or administrative employee of the Corporation shall undertake, continue or maintain any personal or business interest which is in conflict with or adverse to the interests or activities of the Corporation, except to the extent that such Director, Officer, or administrative employee has, in good faith, fully disclosed in writing to the Board of Directors or its designated executive committee the nature and circumstances of such personal or business interest, and received approval thereof. Any possible conflict of interest on the part of any Officer of the Corporation, member of the Board of Directors, or any member of the administration with the authority to act over others, shall be disclosed to the Board of Directors and made a matter of record.

Any Director having a possible conflict of interest on any matter before the Board shall not vote nor use his or her personal influence on any vote. The minutes of the meeting shall reflect that a disclosure was made and that the member abstained from voting.

The foregoing requirements shall not be construed as preventing the governing Board member from briefly stating his or her position or from answering pertinent questions from other members of the Board.

All persons subject to this Article shall be advised of this Article before entering on the duties of the office.