



**BYLAWS OF THE
NATIONAL ASSOCIATION OF EMERGENCY AND FIRE OFFICIALS**
An Oregon Nonprofit Corporation
As last amended on January 8, 2022

**ARTICLE I.
NAME, PURPOSE AND OFFICES**

Section 1. Name. The name of the Corporation shall be the National Association of Emergency and Fire Officials.

Section 2. Purpose. To represent and inform emergency and fire officials on national issues and provide assistance to state associations of emergency agencies.

Section 3. Principal Office. The principal office of the Corporation shall be determined by the Board of Directors.

Section 4. Registered Office. The registered office of the Corporation required by The Oregon Nonprofit Corporation Act to be maintained in the State of Oregon will be the residence or office address of the registered agent.

**ARTICLE II.
MEMBERS**

Section 1. Membership. There are classes of members and membership will be granted upon approval by the Board of Directors and receipt of any payment by the Corporation of membership dues.

(a) *State Members.* Each state association of emergency and/or fire officials recognized by the Board of Directors of the Corporation will be eligible for State Membership.

(b) *Individual Members.*

1. Any person who is an official of an emergency and/or fire agency whose primary responsibilities includes governance of that agency is eligible for Individual Membership.
2. Any person who is an official of a local government whose primary responsibilities includes governance of an agency that provides emergency services is eligible for Individual Membership.

(c) *Associate Members.*

1. Organizations other than state associations and individuals that are affiliated with emergency services, and governmental entities providing emergency services or affiliated with emergency services are eligible for Associate Membership.
2. Any former member of the Corporation.

(d) *Former Officials.* Any person who was an official of an emergency and/or fire agency is eligible for Former Official membership.

(e) *Honorary Membership.* Any individual who renders distinguished service to emergency services of the United States of America or to the Corporation may be designated by the Board of Directors as an Honorary Member without payment of dues. The Honorary Member shall be entitled to such privileges, except holding of elective office or voting, as the Board of Directors may determine.

Section 2. Eligibility and Admission.

(a) *Membership Fees.* There will be membership fees required for State, Individual, Associate Members and Former Officials, as established by the Board of Directors.

(b) *Registration and Change of Address.* It is the responsibility of each member to register with the Corporation and to promptly notify the Secretary or designee of any changes of address.

(c) *Membership Applications and Approvals.* The Board of Directors may from time to time establish procedures for membership applications and approvals and delegate such tasks to appropriate parties.

Section 3. Dividends, Earnings. No dividends or earnings of the Corporation will be payable to members, nor will members have any interest in the assets of the Corporation by virtue of being members. The Corporation may pay reasonable compensations for services rendered and authorize reimbursement for expenses incurred on behalf of the Corporation.

Section 4. Termination of Membership.

(a) *Automatic Renewal.* Membership of each member will continue from year to year and be automatically renewed as long as the member continues to meet the conditions for membership as provided in Section 2 of this Article and provided that membership is not sooner terminated.

(b) *Voluntary Termination.* A member may resign from the Corporation at any time by delivering a written notice of withdrawal to the Secretary of the Corporation or designee.

(c) *Involuntary Expulsion, Termination or Suspension.* The membership may at a meeting called for that purpose or at the Annual Meeting if notice is given that this issue will be on the agenda, upon a vote of two-thirds of the Board of Directors, suspend the membership of any member. Such suspension will be immediately effective. The affected member will have fifteen (15) days from receipt of the notice to request a hearing to appeal the suspension and if a request for hearing is made, the hearing must be conducted by a Hearings Committee appointed by the Board of Directors within forty five (45) days of the effective date of the notice of suspension.

At the hearing, the affected member will be given reasonable opportunity to be heard and may be accompanied by counsel or other designated person. At the conclusion of such hearing, the Hearings Committee will make a recommendation to the Board of Directors, who will then vote by majority vote, to continue the suspension, expel the member, or reinstate the member without restriction and the

decision on the membership shall be final and binding on all parties.

Section 5. Rights of Membership.

(a) *Voting Matters.* The Board of Directors may refer matters to the membership for consideration at an annual or at a special meeting. Except for the following matters, the Board of Directors has no affirmative duty to refer any matter to the membership (unless otherwise required by state law). The Board must refer the following matters to the membership:

1. The decision to sell, convey or otherwise dispose of all of the assets of the Corporation other than in the ordinary course of business;
2. The decision to merge, liquidate or otherwise change the existence or form of the Corporation; and
3. The decision to create a new class of membership with voting rights or to confer voting rights on a class of members previously without a vote.
4. Proposed Bylaw Additions or Changes.

(b) *Voting Member Rights.* On any matter referred to the membership for a vote, each Individual and State Member and Former Official will have one (1) vote each. No Associate member may vote at a membership meeting.

(c) *Proxies.* Each Individual and State Member in attendance at a membership meeting shall be entitled to one (1) vote for each proxy carried by a Member (if any) on each matter submitted to a vote of the membership. Each Member unable to attend a membership meeting, may authorize another member to vote by proxy.

The proxy vote of a member shall be authorized in writing by the member requesting that his or her vote be cast by proxy, and the proxy authorization shall be submitted to the Secretary of the Corporation or designee seven (7) days prior to the membership meeting at which proxy vote may be cast.

(d) *Information.* Members will be entitled to receive, upon request, the latest financial statement of the Corporation and will have the right to inspect the corporate minutes, tax returns, and all filings made with federal or state agencies, upon reasonable notice to the Corporation.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Meetings. An annual meeting of all members will be called by the Board of Directors. The purpose of the annual meeting will be to present the members with financial statements to elect any Directors at Large, and to consider proposed Bylaw changes and any other business that the Board of Directors may determine to be appropriate.

Section 2. Special Membership Meetings. Meetings of the members may be called from time to time by the Board of Directors. The time and place of any meeting will be set by the Board of Directors in a reasonably expeditious and timely manner.

Section 3. Notice. Written notice of membership meetings must be provided to all members currently registered in the records of the Corporation not less than seven (7) nor more than sixty (60) days before the date set for the meeting.

Section 4. Quorum. Ten percent (10%) of the voting members will constitute a quorum.

Section 5. Voting. Except as otherwise set forth in these Bylaws, a simple majority of votes cast will be required for the adoption of any matter coming before the membership. Secure electronic voting may be used to conduct Corporation business needing membership approval that happens between the annual meetings. The voting medium to be used is at the discretion of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation will be managed by its Board of Directors.

Section 2. Number, Tenure and Election. The Board of Directors of the Corporation will consist of a minimum of one director. The number of directors will be established by the Board of Directors as described below.

(a) *Total Number.* The total number of State Directors may not exceed twice the number of State Members.

(b) *Ratio of State Members to Individual Members on Board.* The number of Individual Members serving on the Board of Directors must be not more than the number of State Members. The Board of Directors will communicate the number of Individual Elected Directorships, based upon State Membership of record sixty (60) days prior to the Annual Meeting. Temporary variations in this ratio are allowable upon an unexpected vacancy on the Board of Directors.

(c) *State Directors.* Each State Member may designate a Director to serve on the Board of Directors. If a state has twenty five (25) or more Individual Members and the state association is not a State Member or if the state does not have a state association, then the Individual Members from that state may elect one Director to the Board.

1. The State Director designated by a State Member will serve as a Director until a new State Director is appointed by such State Member and written notice of such appointment is received by the Corporation.
2. The Board of Directors of the Corporation may, by a vote of two-thirds of the Directors, remove a State Director for breach of a duty owed to the Corporation or for failure to abide by policies and/or procedures adopted by the Board of Directors. In such a case, the State Member must promptly appoint a substitute State Director who will serve until replaced in accordance with this section.

(d) *Directors At Large.* At each Annual Meeting, the Individual Members will elect from among their number a sufficient number of directors to fill the number of individual positions communicated by the Board prior to such meeting. Such Directors At Large will serve until the expiration of a one-year term, or until their successors are elected. There will be no term limit. The Board of Directors of the Corporation may, by a vote of two-thirds of all of the Directors, remove a Director At Large for breach of a duty owed to the Corporation or for failure to abide by policies and/or procedures adopted by the Board of Directors. In that case, a substitute Director At Large will be elected at the next meeting of the membership.

(e) *Election Procedures.* The Board of Directors may establish procedures for election of

Directors and for designation of State Directors designated by State Members and will communicate those procedures prior to membership meetings.

Section 3. Regular Meetings. Regular meetings of the Board of Directors will be held at such location, date and time as established by the Board.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or at the request of any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors will be given at least two days previously thereto. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the directors, excluding vacancies and recused directors, will constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting. An act of the majority of the directors present at a meeting at which a quorum is present will be an act of the Board of Directors.

Section 8. Resignation and Vacancies. Any director of the Corporation may resign at any time by giving written notice to the Executive Director, the President, or the Secretary of the Corporation or designee. Any such resignation will take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors. Except for a removed State Director, if a director resigns or otherwise becomes unable to serve, the Board of Directors may appoint a replacement director to serve for the unexpired term, or may choose to allow the vacancy to continue until the next annual meeting.

Section 9. Compensation. By resolution of the Board of Directors, the directors may be paid expenses, if any, for attendance at each meeting of the Board of Directors, and may be paid a reasonable fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment will preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 10. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files his or her written dissent to such action with the Secretary or designee of the meeting before the adjournment of the meeting. The right to dissent will not be available to a director who voted in favor of such action.

Section 11. Ex-Officio Members. The Immediate Past President and Officers shall be ex-officio, voting members of the Board of Directors.

ARTICLE V. EXECUTIVE DIRECTOR AND OFFICERS

Section 1. Executive Director Appointment and Term of Office. The Board of Directors may appoint a chief operating officer of the Corporation who will be known as the Executive Director.

The Executive Director of the Corporation serves at the pleasure of the Board of Directors, on the terms and conditions of employment as agreed upon by the Executive Director and the Board of Directors from time to time.

Section 2. Officers. The Membership will annually elect from its number, a President, Vice President, Secretary and Treasurer. The President will preside at meetings of the Board of Directors and membership, and in his or her absence, the Vice President will preside. The Secretary will keep all Corporation records, will issue notices and maintain minutes of meetings of the members, and conduct correspondence for the Corporation. The Treasurer or designee will maintain the Corporation's financial records and will oversee the financial aspects of the Corporation. For any document in which the signatures of an officer of the Corporation is required, any of these officers may execute such document on behalf of the Corporation. Other officers and assistant officers and agents may be appointed by the members and these officers will have the duties prescribed by the members.

Section 4. Resignations and Vacancies. Any officer of the Corporation may resign at any time by giving written notice to the Executive Director, the President, or the Secretary of the Corporation or designee. Any such resignation will take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors. If an Officer resigns or otherwise becomes unable to serve, the Board of Directors may appoint a replacement director to serve for the unexpired term, or may choose to allow the vacancy to continue until the next annual meeting.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. Only the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans to Corporation. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, must be signed by the officer or officers, agent or agents of the Corporation and in such manner determined by the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed must be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII. TRANSACTIONS INVOLVING A DIRECTOR CONFLICT OF INTEREST

Section 1. Definition. A transaction in which a director has a conflict of interest is any transaction involving the Corporation with respect to which a director, a member of the director's family or any organization in which the director or a member of the director's family is affiliated would receive or would potentially receive a financial benefit.

(a) *Family.* For purposes of this Article, a director's "family" includes the persons described in Section 267(c)(4) of the Internal Revenue Code, and spouses of those persons.

(b) *Affiliation.* For purposes of this Article, an “affiliation” between a director and an organization includes the director, or a member of the director’s family, acting as an employee, independent contractor, agent, director, officer, trustee of that organization or holding any other position involving the payment of remuneration or involving a fiduciary responsibility with respect to that organization.

Section 2. Procedural Requirements. A transaction in which a director has a direct or indirect conflict of interest must be approved by a majority of directors not having any direct or indirect conflict of interest in the transaction.

(a) *Declaration of Conflict.* A director with a conflict of interest has the affirmative obligation to disclose that conflict to the members of the Board at a meeting of the Board of Director.

(b) *Material Facts.* A director with a conflict of interest has the affirmative obligation to disclose all material facts regarding the transaction to the Board of Directors that are known to, or should reasonably have been known to, the interested director. In cases involving a sale of property to the Corporation for a price in excess of \$5,000, the price must be established as fair by such processes as the uninterested directors deem appropriate.

(c) *Conflicts of Interest.* A director having a conflict of interest shall recuse himself or herself and not participate in the discussion of the transaction and voting with respect to the transaction.

(d) *Damages.* A director with a conflict of interest will be liable in damages to the Corporation for losses suffered by a Corporation with respect to conflict of interest a transaction if he or she does not disclose the conflict or does not disclose the material facts of the transaction, whether or not the transaction is enforceable.

Section 3. Fairness. Pursuant to Oregon Revised Statutes §65.361 or similar Oregon law, a transaction involving a director conflict of interest which is not approved or ratified as provided in Section 2 of Oregon Revised Statutes §65.361 is voidable by the Corporation unless it was fair to the Corporation at the time it was entered into. A transaction will not be considered fair unless, based on all the facts and circumstances of the situation, the total value of the economic benefit provided by the Corporation in the transaction is equal to or less than the total value of the consideration, including the performance of services, received for providing such benefit.

ARTICLE VIII. FISCAL ACCOUNTING YEAR

The fiscal accounting year of the Corporation will be from January 1 through December 31.

ARTICLE IX. NOTICES

Section 1. Form of Notice. Whenever, under the provisions The Oregon Nonprofit Corporation Act, the Articles of Incorporation, or of these Bylaws, notice is required to be given to any person, it will not be construed to mean personal notice, but such notice may be given in writing, by mail, or email addressed to such person at his or her address as it appears in the records of the Corporation, prepaid, and such notice if mailed will be deemed to be given at the time when the same will be deposited in the United States mail, and if emailed, will be deemed to be given when the email is sent. A member's right to receive notices pursuant to these Bylaws or the Articles of Incorporation will be deemed to be waived if the address on record with the Secretary is not the member's current address.

Section 2. Waiver of Notice. A director or member may at any time waive any notice required by law, by the Articles of Incorporation or by these Bylaws. Except as set forth below, the waiver must be in writing, be signed by the director or member entitled to the notice specifying the meeting for which notice is waived and be delivered to the Corporation for inclusion in the minutes for filing in the corporate records. A director's or member's attendance at or participation in a meeting waives any required notice to the director or member of the meeting unless, at the beginning of the meeting, the director or member objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

**ARTICLE X.
PARLIMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Oregon Revised Statutes, the Articles of Incorporation, these Bylaws, or any special rules of order the Corporation may adopt.

**ARTICLE XI.
AMENDMENTS**

These Bylaws may be amended or repealed or new Bylaws adopted by a two-thirds vote of voting members present at a meeting of the membership. Proposed amendments or a repeal to these Bylaws must be submitted to the membership no less than fourteen (14) days prior to the meeting.

In the event a bylaw amendment or repeal is brought forward inside the fourteen (14) day notice period, the Board of Directors will determine if the bylaw amendment or repeal will be brought before the body at the meeting. If the Board of Directors chooses to bring the bylaw amendment or repeal forward, members must first vote whether or not to waive the fourteen (14) notice so the bylaw amendment or repeal can be submitted.

**ARTICLE XII.
DISSOLUTION**

No officer or member of the Corporation, nor any private individual, will be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Upon such dissolution, after paying or making adequate provision for the payments of all of the liabilities of the Corporation, all remaining assets of the Corporation must be distributed by the officers of the Corporation, for social welfare, within the meaning of Internal Revenue Code §501(c)(3), (4) or (6) or corresponding section of any future federal tax code, in the area of emergency and fire services or must be distributed to an organization that then qualifies for a similar exemption from tax under federal tax laws and applicable state law, or to the federal government or a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by the Circuit Court of Marion County, Oregon, exclusively for such purposes or to such an exempt organization or organizations as such Court will determine.

**ARTICLE XIII.
INDEMNIFICATION**

No uncompensated director or officer will be liable to the Corporation for monetary damages for conduct as an officer, provided, however, that this provision will not eliminate or limit the liability of an officer for:

1. Any breach of the officer's duty of loyalty to the Corporation or its members;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution;
4. Any transaction from which the officer derived an improper personal benefit; and
5. Any act or omission in violation of Oregon Revised Statutes §§65.361 to 65.367 or similar Oregon law⁵⁵, including, but not limited to, (1) acts or omissions constituting a conflict of interest transaction for the officer, unless such transaction is either fair to the Corporation at the time it was entered into, or unless it is properly approved by the membership, the Oregon Attorney General, or the Circuit Court in a proceeding in which the Attorney General is joined as a party, after full disclosure of the officer's interest and the material facts of the transaction; and (2) loans of money to or guarantees of obligations of officers or members of the Corporation.

ARTICLE XIV. GENERAL PROVISIONS

Section 1. Action Taken Without a Meeting. With the exception of secure electronic voting, any action required or permitted to be taken at a meeting of the Board of Directors or the members may be taken without a meeting if the action was taken by all the persons entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records. Action taken under this section is effective when the last member signs the consent unless the consent specifies an earlier or later date.

Section 2. Books and Records. The Corporation must keep correct and complete books and records of accounting and must keep minutes of the proceedings of its members and Board of Director meetings.

Section 3. Conflict. In the case of any conflict between the Articles of Incorporation and the Bylaws, the Articles of Incorporation will control, unless otherwise provided by law.

Section 4. Standing Committees. There shall be the following Standing Committees: Bylaws, Communication, Conference, Legislative, Education, Membership and Sponsorship. *I n d i v i d u a l M e m b e r s*, Associate Members, Former Officials, or Sponsors may serve on a Standing Committee and may serve as Standing Committee Chairs. All Standing Committee Members, except Sponsors shall have voting rights on the Standing Committee.