

**WESTERN DIVISION
INTERNATIONAL ASSOCIATION OF FIRE CHIEFS**

BYLAWS

**ARTICLE I
NAME AND TITLE**

This organization shall be known as the Western Fire Chiefs Association.

**ARTICLE II
AFFILIATION**

This Association shall be a division of the International Association of Fire Chiefs and shall be bound by the Constitution and Bylaws of the International Association of Fire Chiefs.

**ARTICLE III
INCORPORATION**

This Association shall be incorporated as a non-profit corporation of the State of California and registered in the state where the business office of the Association is currently located. Its bylaws at the time of incorporation, or as thereafter amended, shall be subservient to the Articles of Incorporation which shall be maintained in the home office of the Western Fire Chiefs Association.

**ARTICLE IV
DOCTRINE**

Purpose

The Western Fire Chiefs Association (WFCA) supports, promotes and develops chief officers in the ten states that comprise the Western Division of the International Association of Fire Chiefs and furthers the interests of prevention, control and mitigation of fire, life safety and all hazards in our region.

Mission

Pursue the protection of life and property by leadership, education and support for its members and affiliate organizations.

Fundamental Principles

The WFCFA values:

1. Honesty and integrity
2. Ethical behavior
3. Timely and responsive service
4. Excellence

The WFCFA promotes:

1. Safe communities
2. Firefighter safety
3. An “all hazards” approach to prevention, control and mitigation of incidents
4. Officer development
5. Legislation and legislators that support our doctrine
6. Adequate funding to deliver our principles
7. Strategic planning
8. The development and adoption of standards of cover documents

The WFCFA will:

1. Build and maintain relationships with our members, our state associations, the IAFC and other partner organizations; the WFCFA will actively foster communications to enhance these relationships.
2. Support its members through the delivery of quality member services.
3. Remain focused on enhancing the financial strength of the association.
4. Endorse, support and foster legislative and policy development initiatives that will enhance the fire service and advance firefighter, citizen and community safety.
5. Will endorse programs that foster and promote quality improvement and professional development for fire service professionals and agencies.
6. Will seek and utilize fire service leaders who will professionally and enthusiastically advance the mission, goals and objectives of our organization.

The WFCFA is expected to:

1. Produce and promulgate biennial strategic plans consistent with the doctrine
2. Produce and disseminate public annual reports to the membership
3. Maintain a financial position of solvency
4. Develop and maintain functional bylaws
5. Promote membership
6. Promote legislation that advances our collective interests
7. Promote the fire service industry
8. Promote the success of our membership
9. Properly advise its board, staff, appointees, representatives, and all other appropriate relationships on issues of adopted principles and doctrine, bylaws and polices and best practices
10. Develop, promulgate and maintain quality, timely and relevant communications

ARTICLE V
COMPOSITION OF THE DIVISION

The Association shall consist of active members of the International Association of Fire Chiefs residing in Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah and Washington and the U.S. Pacific Territories.

ARTICLE VI
CLASSIFICATION OF MEMBERSHIP & PRIVILEGES

The individual membership of the Association shall consist of:

Regular Members

Regular members shall include:

1. The chief of the department and all chief officers, as designated by the chief, of regularly organized public, private, governmental or industrial fire departments.
2. Department, city, county, state, provincial and territorial fire marshals and their immediate subordinates as designated by the fire marshal.
3. All regular members in retirement.

Regular members, who maintain current dues-paying status shall be entitled to hold elective office, serve on the board of directors and vote on all matters requiring a vote of the general membership unless otherwise prohibited herein. New regular members shall be entitled to voting privileges fifteen days after receipt of initial membership dues.

Past President Life Membership

1. Life membership shall be conferred upon all past presidents of the Association with all the privileges of regular membership.
2. Past President Life Members are not required to pay dues.

Departmental Members

1. Departmental members shall include any Fire/EMS departments serving populations of 10,000 or less.
2. Departmental members shall be entitled to the same privileges as a regular member with the exception of service in elected position.
3. Dues for departmental members shall be the same as for regular members.
4. Departmental members shall be entitled to vote on all matters requiring a vote, but are entitled to only one vote.

Life Members

1. Life members shall include Regular members who have retired from the fire service and who have been a member continuously for a period of at least ten (10) years.
2. Life members are not required to pay dues but may be charged for Association services.
3. Application for life membership shall be made to the executive director.
4. Life membership shall not be conferred or continued for individuals who are eligible to be a regular member of the Association through their employment or involvement with the fire service.
5. Life members shall, upon request, be entitled to vote on all matters requiring a vote, but are not eligible to hold elective office or serve on the board of directors.

Associate Members

1. Associate members shall be persons interested in the goals and objectives of the Association who are not eligible for Regular membership.
2. Associate members shall have all the benefits of Regular membership, except they are not eligible to hold elective office, serve on the board of directors or have voting privileges.

Affiliate Members

1. Affiliate members shall be persons interested in the affairs of the WFCAs and the fire service who are not eligible for Regular membership.
2. Affiliate members shall be entitled to participate in the Association, except they are not eligible to hold elective office, serve on the board of directors or have voting privileges.
3. Membership services for Affiliate members will be less than those afforded Regular and Associate members.

Honorary Life Members

1. Honorary life membership may be conferred upon any person who has rendered conspicuous service to the Association, its aims and purposes, provided that such membership shall be unanimously recommended by the executive committee and approved by the board of directors.
2. Honorary life members shall be entitled to participate fully in the affairs of the Association except they are not eligible to hold elective office, serve on the board of directors or have voting privileges.
3. Honorary members shall not pay annual dues.

Unless otherwise specified herein, dues and membership services for members other than Regular members shall be established by the WFCAs Board of Directors.

ARTICLE VII POWER TO VOTE

Regular Members

Regular members in good standing shall be entitled to vote. No other member shall be qualified or entitled to vote, except in committee.

The right of a regular member to vote shall only be exercised in person and may not be delegated to any person. A current membership card or inclusion on the current IAFC membership list shall be proof of eligibility to vote.

Voting in Committee

All members in any category shall be considered full voting members of any committees or task forces on which they serve.

ARTICLE VIII MEETINGS

Robert's Rules of Order, revised, shall provide guidance for the Association in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Association may adopt.

Annual Membership Meeting

The annual membership meeting of the Association shall be held at the time and place as determined by the board of directors, with written notification to all members at least sixty (60) days prior to the meeting. In case of an extraordinary emergency or unusual circumstance, the board of directors shall have the authority to change the time and place of the annual membership meeting.

Special Meetings

Special meetings may be called by the Executive Committee or by the President upon written request of twenty (20) members qualified to vote.

Notice of a special meeting shall be sent to all members qualified to vote at least ten (10) days prior to the meeting date. The special meeting notice shall clearly state the agenda for the meeting and only the agenda subjects may be considered and acted on at the special meeting.

Board of Director Meetings

The board of directors shall meet as frequently as deemed necessary to conduct the business of the Association. Meetings may be held by teleconference, videoconference or in person. The board of directors shall meet in person at the annual membership meeting of the Association.

Quorum

A quorum for the transaction of business at an annual or special meeting of the Association shall be twenty (20) members qualified to vote.

A quorum for the transaction of business by the board of directors shall be a simple majority of its members.

ARTICLE IX OFFICERS AND STATE VICE PRESIDENTS

General Qualifications

Any member seeking election as an officer of the Association shall:

1. Be a regular member in good standing of both the WFCFA and IAFC and
2. Have all dues and assessments paid and be in attendance at the annual membership meeting and
3. Have not retired from the position making him or her eligible for regular membership prior to seeking the elected office.

Officers

The officers of the Association shall be:

1. President
2. Vice President
3. Secretary Treasurer or Executive Director
4. International Director
5. Past President

The president shall serve a two (2) year term and may succeed himself/herself for one (1) additional term.

The vice president shall serve a two (2) year term and may succeed himself/herself for one (1) additional term, only in the event that the president elects to do the same. They shall serve until their successors have been qualified and installed into office.

The secretary-treasurer shall serve a three (3) year term and may succeed himself/herself. He/She shall have previously been a member of the board of directors of the Association. He/She shall serve until their successor has been qualified and installed into office. If the position of executive director is filled, the office of secretary-treasurer shall be vacant.

The international director shall serve a three (3) year term and may succeed himself/herself. He/She shall have previously been a member of the board of directors of the Association. He/She shall serve until his/her successor has been qualified and installed into office.

The past president shall serve a two (2) year appointed term and may succeed himself/herself at the discretion of the board of directors and when it serves the greater good of the Association to do so. The past president serves in an at-large capacity on the board of directors.

State/Territorial Vice Presidents

There shall be one (1) vice president from each state/territory embraced by and represented by this Association. Such state/territorial vice presidents shall be selected by their respective state/territorial associations in accordance with that association's procedures. Each state/territorial vice president shall serve a three (3) year term with the ability to succeed himself.

ARTICLE X ELECTIONS

All elections shall be by ballot. The candidate receiving the majority of the votes shall be declared elected.

Election of the president, vice president, secretary-treasurer and international director shall be conducted at the annual membership meeting of the Association.

Appointments to fill unanticipated vacancies shall be made by the board of directors at its next regular meeting after such vacancy occurs. Appointees selected by the board of directors to fill vacancies shall serve for the remainder of the unexpired term of the office to which they are appointed.

ARTICLE XI BOARD OF DIRECTORS

The board of directors shall be comprised of the president, vice president, secretary-treasurer, international director, past president and the state/territorial vice presidents. They shall serve until a duly qualified successor has been elected or appointed accordingly and installed into office.

Exception: Per Article IX of these bylaws, if the position of executive director is filled, the office of secretary-treasurer shall be vacant.

The presiding officer at a board of directors meeting shall not vote except in the event of a tie vote of the board.

ARTICLE XII DUES

Annual dues shall be due and payable on the member's IAFC anniversary date of each year and shall be in such an amount as provided for by the International Association of Fire Chiefs. The amount for division dues requirements may be amended annually by the membership at the annual membership meeting and become effective on the next dues cycle.

ARTICLE XIII
DUTIES OF OFFICERS AND DIRECTORS

President

The president is the official representative and spokesperson of the Association.

Duties of the president shall be:

1. Preside at the annual membership meeting and conduct Association business in accordance with the bylaws.
2. Prepare the agenda for Association board of directors meetings
3. Preside at board of directors meetings in accordance with the bylaws.
4. Preside at executive committee meetings.
5. Communicate with state association presidents and encourage open dialog on issues of mutual interest to the WFCA and state associations.
6. Appoint committees not otherwise provided for and act as ex-officio with the power to vote as a member of all committees.
7. Facilitate the process for strategic and business plan reviews and revisions.
8. Provide support and direction to the international and executive directors.
9. Execute documents and contracts as directed by the board of directors on behalf of the Association.
10. Perform all other duties and/or responsibilities required by this office as established by the bylaws and/or the board of directors.

Vice President

The vice president shall assist the president in the fulfillment of the duties of his/her office. In the absence of the president, the vice president is vested with the powers of that office.

Duties of the vice president shall be:

1. Assist in the conduction of business and policies on behalf of the Association as directed by the president.
2. Act as chairperson of the Finance Committee and facilitate an independent financial audit of Association assets and liabilities as required.
3. Assist in the facilitation of strategic and business plan reviews and revisions.
4. Provide support and direction to the executive director.
5. Perform all other duties and/or responsibilities required by this office as established by the bylaws and/or the board of directors.

Secretary-Treasurer

The office of secretary-treasurer is filled only when the executive director position is vacant.

Duties of the secretary-treasurer shall be:

1. Attend all meetings of the Association and board of directors and keep full minutes of the proceedings and actions.

2. Report data on membership and dues from the Association according to IAFC guidelines.
3. Prepare and distribute a complete report of the annual membership meeting and other meetings as directed to the board of directors and others as requested by the board.
4. Employ assistance as deemed necessary to discharge duties of the office and business of the Association upon consent of the board of directors.
5. Provide the board of directors with periodic written statements of revenue and expense, current financial status and balance sheets of the Association.
6. Establish, in consultation with the president, an agenda for each meeting of the board of directors.
7. Submit a written summary report of the activities of the office at the annual membership meeting of the Association.
8. Establish, maintain and secure the treasury of the Association. Collect all monies, dues and fees payable to the Association. Keep an active and accurate record of Association revenue and expenses. Establish and maintain bank accounts of the Association.
9. Provide a summary financial report at the annual membership meeting of the Association.
10. Sign warrants, checks and papers on behalf of the Association.
11. Secure bond as determined by the board of directors.
12. Acts as an ex-officio member of all committees with the power to vote.

International Director

The primary responsibility of the international director of the Association is to establish and maintain a solid liaison between the WFCFA and the IAFC.

Duties of the international director shall be:

1. Attend all IAFC board of directors meetings.
2. Attend all WFCFA board of directors meetings.
3. Report proceedings of all IAFC business meetings and activities to the WFCFA board of directors.
4. Review IAFC committee appointments and provide recommendations to the WFCFA board of directors.
5. Provide a summary written report to the WFCFA general membership at the annual membership meeting.
6. Actively engage in issues of importance to the WFCFA and the fire and emergency services that occur on a national and international level.

Board of Directors

The board of directors of the Western Division shall be comprised of the president, vice president, secretary-treasurer, international director, past president and the vice presidents of the ten (10) states identified in Article V of these bylaws and the U.S. Pacific Territories.

Exception: Per Article IX of these bylaws, if the position of executive director is filled, the office of secretary-treasurer shall be vacant.

Duties of the board of directors shall be:

1. Hold meetings to conduct routine Association business at such time, place and medium as the president may designate.
2. Hold special meetings called by the president upon request of a majority of the members of the board of directors.
3. Act as a liaison between the WFCA and represented states/territories on issues of mutual interest and/or concern to fire and emergency services.
4. Provide reports and information on behalf of the represented states/territories pertinent to the WFCA at the annual membership meeting.
5. Direct the publication of notices and reports to the members.
6. Represent the WFCA on committees or special interest activities as assigned.
7. Exercise jurisdiction and authority over all standing and special committees of the Association.
8. Actively participate in strategic and business plan development and revisions as well as other activities that maintain the solvency and solidarity of the Association.
9. Approve an annual balanced budget.
10. Supervise and control expenditures of the Association.
11. Actively engage in issues of importance to the WFCA and the fire and emergency services.
12. Construe the provisions of these bylaws.

ARTICLE XIV REMOVAL OF OFFICERS

Any officer shall be removed from office for either a conviction of a felony crime or malfeasance while holding office, provided that such removal shall not be effective unless and until the evidence has been reviewed and a determination made by the board of directors; provided further that the board of directors shall meet within forty-five (45) days of the date of filing of any charges made upon an officer to deliberate the issue, declare its findings and take necessary action.

ARTICLE XV VACANCIES AND RESIGNATIONS

Retirement during Term of Office

All elected officers, who retire or resign from active duty as a fire chief or chief officer may, upon two-thirds approval from the board of directors, be allowed to continue in office until the expiration of their term.

Vacancy in Office

In the event of a vacancy occurring in the office of President or his/her successors, the next officer in line shall immediately be directed by the board of directors to assume all the duties and authorities of the vacant office, and an acting vice president shall be immediately filled through appointment by the board of directors.

In the event of a vacancy occurring in the office of International Director, the position shall be filled immediately by appointment by the board of directors.

The position of Vice President and International Director, which are filled by appointment, shall be filled until the next annual membership meeting. Elections for those positions will be held at the annual membership meeting following the acting appointment.

ARTICLE XVI EXECUTIVE DIRECTOR

Appointment

The board of directors may designate an executive director. The executive director is the manager of the WFCAs business office and shall be directly responsible to and serve at the pleasure of the board of directors in accordance with the terms and conditions of an employment contract between the Association and the executive director.

Duties of the executive director shall be:

1. Responsible for the supervision, management and maintenance of the WFCAs business office and staff and the conduct and administration of all business of the Association subject to the policies and direction established by the board of directors.
2. Support, administer and maintain the policies established by the board of directors and represent the Association and speak in its name according to those policies.
3. Prepare an annual balanced budget.
4. Expend or authorize the expenditure of any funds for the normal operation of the Association as provided for in the budget.
5. Supervise the collection and disbursement of all funds in accordance with these bylaws and the policies established by the board of directors.
6. Deposit all monies of the Association in an insured and guaranteed chartered bank, trust company or savings and loan association.
7. Responsible for the custody of all assets of the Association with the advice and approval of the board of directors.
8. Perform the duties of the secretary-treasurer of the Association fulfilling the duties of that position as outline in Article XIII of these bylaws.
9. Seek and recommend to the board of directors, opportunities and relationships that create, sustain and enhance financial revenues.
10. Assist in all professional financial auditing processes conducted by or for the Association.

11. Assist in the deliberation and negotiation of any legal matter for or against the Association as deemed appropriate by legal counsel.
12. Provide for members services as appropriate.

ARTICLE XVII COMMITTEES

Permanent Committees

The following permanent committees are established:

1. Audit Committee
2. Bylaws Committee
3. Executive Committee
4. Finance Committee
5. Membership Committee
6. Nominations Committee
7. Resolutions Committee
8. IAFC Constitution and Bylaws Committee
9. IAFC Elections Committee
10. ICC – International Fire Code Council
11. International Code Action Committee
12. NFPA 1 Uniform Fire Code Committee
13. NFPA Building Service Fire Protection Equipment Technical Committee
14. NFPA EMS Technical Committee

Special Committees

The president may appoint special committees or task groups as deemed necessary in pursuit of the purposes of the Association. Examples of these special committees or task groups include:

1. IAFC National Mutual Aid Task Force

Standing Expectations of Appointees

Appointed representatives of the WFCFA are expected to:

- Demonstrate professional conduct at all times that brings credibility to the association and its membership.
- Accept and act upon extemporaneous or ad hoc direction from the WFCFA board in a timely manner and with the same credence afforded the direction received herein.
- Reflect adherence in their actions to these bylaws, WFCFA policies and resolutions, as well as the fundamental principles listed under Article IV of this document.

Participation and Reporting Requirements

Each permanent committee shall submit a report of activities at the annual membership meeting of the Association. Additionally, appointees to permanent committees 8-14 and appointees to all special committees or task groups will maintain regular contact with and

provide timely notification of emergent issues to the assigned board liaison. Appointees will collectively ensure that a written briefing is submitted, preferably electronically, using the WFCALiaison Activity Report Form to the appropriate contacts and to the WFCALiaison home office within two (2) weeks after a committee meeting or event.

Committee Members

The president shall appoint members of all committees. Each committee shall not have less than one member of the board of directors appointed either as a committee member or as a board liaison.

The Executive Committee shall be comprised of the president, vice president and the international and executive directors.

Committee appointments, except for the executive committee, may be terminated by the president and shall expire at the conclusion of the president's term of office.

Initial and Annual review of Appointment Document

Initially, upon commencement of an appointment and prior to December 1 of each year of service on a committee, appointees will review and collectively recommend changes to the appointment documents to ensure they accurately reflect the scope and requirements of the committee positions. All proposed changes will be submitted to the appropriate board liaison who will forward to the full board for consideration.

Unusual Event Reporting and Review

In the event of unusual circumstances or significant emergent issues, the appointee will immediately contact the board liaison, the WFCALiaison President and Executive Director.

In the unlikely event of conflict or disagreement between the appointees' actions or chosen approaches and written directives from WFCALiaison, the matter should be brought to the immediate attention of the WFCALiaison Executive Director and/or President for review by the full board at the earliest opportunity

ARTICLE XVIII SECTIONS

The Association may establish Sections to carry out detailed activities in specialized fire service-related fields consistent with the purposes and objectives of the Association.

Activities of Sections shall be under the jurisdiction of the WFCALiaison. The board of directors shall prescribe the procedures and practices of Sections.

Protocols, constitutions and/or bylaws for Sections shall be submitted to the Association board of directors at least sixty (60) days prior to an annual meeting. The board of directors shall review protocols for Sections and forward them, together with its recommendations, to the membership at its annual membership meeting for their final action.

ARTICLE XIX
PECUNIARY GAIN

No part of the income of the Association shall become advantageous to the benefit of any director or officer of the Association or to any private individual. Reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes. No director or officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association assets upon dissolution of the Association.

Expenses

No officer or member of the Association shall incur any expense in the name of the Association without the approval of the Board of Directors or of the Association membership.

ARTICLE XX
FEDERAL TAX STATUS

The Association shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation both (1) exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code of 1954 as amended, and (2) to which contributions are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 as amended.

In the event of the dissolution of this Association, ownership of all assets owned by the WFCFA shall be relinquished to the International Association of Fire Chiefs.

ARTICLE XXI
AMENDMENTS

These bylaws may be amended at any regular meeting of the Association or at any special meeting called for that purpose by an affirmative vote of two-thirds of the members present and are qualified to vote, provided that advanced notice of the proposed amendment has been made available to all members qualified to vote at least thirty (30) days prior to the meeting.

In accordance to the IAFC constitution and bylaws, all proposed changes to these bylaws are subject to final approval by the IAFC.