



## THE OREGON FIRE DISTRICT DIRECTORS ASSOCIATION RESTATED CONSTITUTION AND BYLAWS

### ARTICLE I. NAME AND OBJECT

Section A: This organization shall be known as the “Oregon Fire District Directors Association.”

Section B: The objectives of this organization shall be as follows:

1. To promote fire prevention and control through the organization of fire protection districts under ORS Chapter 478 of the laws of Oregon.
2. To assist in establishing a format for policy decisions and administrative procedures commensurate to recognized standards for life and fire safety, and management practices conforming to state statutes for municipal corporations.
3. To develop a system of communication for the interchange of information for the mutual benefit of fire districts’ operations.
4. To seek a unified approach to remedial legislation aimed at improving the operations of the fire districts in Oregon.
5. To promote a friendly relationship between all directors and administrative officers of the fire districts of the State.
6. To establish educational programs for the fire services in the state of Oregon.
7. To operate a headquarters and such trust funds, memorial funds or other funds, as may be established from time to time by the Board of Directors.

### ARTICLE II. MEMBERSHIP

Section A: Membership shall be comprised of active, associate and honorary members.

Section B: Active members are Directors of member fire protection districts, organized under ORS Chapter 478, that have paid their annual dues as provided by Article VII.

Section C: Associate members are representatives of the Oregon State Fire Marshal’s Office, Insurance Services Office, or any person engaged in fire prevention, fire safety policing or fire suppression work, and other individuals interested in the goals and

objective of the Association within the State of Oregon. Associate members may participate in any public meeting of the Association, but have no voting rights. They shall be governed by all sections of this constitution and bylaws, except the sections pertaining to dues and voting.

Section D: Any member belonging to a fire protection district which was annexed or consolidated into another fire protection agency shall automatically be transferred from active to associate membership and enjoy the privileges of associate membership for the rest of the year.

Section E: Any past president of this association shall automatically become an honorary member upon completion of his or her term in office and shall enjoy the privileges of an associate member hereinafter.

Section F: Any individual who has rendered outstanding service to the Association may be extended an honorary life membership by the Board of Directors and a majority vote of the membership in attendance at any regular meeting or special meeting of the Association.

#### ARTICLE III. VOTING PRIVILEGES.

Section A: Each dues-paying fire protection district shall be entitled to five (5) active members.

Section B: Voting privileges at annual meetings will be limited to the active members of fire district in good standing, paid registration, and in attendance at the annual meeting.

Section C: Voting privileges for mail voting shall be limited to the active members of fire districts in good standing, with dues paid.

#### ARTICLE IV. BOARD OF DIRECTORS

Section A: The Board of Directors of the Association shall consist of the Officers of the Association, President, First Vice President, Second Vice President and six (6) directors (Positions 1-6).

1. The President, First Vice President, Second Vice President and Immediate Past President shall constitute the Executive Board of the Board of Directors of the Oregon Fire District Directors Association. The Executive Board shall carry on with such duties and perform such services as are authorized from time to time by the Board of Directors.
2. Director Position number one, shall be filled annually by the Immediate Past President. If the Immediate Past President is not available, that seat will be held by any Past President with priority given to Past Presidents in order of number of years since they left office. Director Position two and three shall be elected in even numbered years for a two year term. Position four, five and six shall be elected in odd numbered years for a two year term. No one may serve in Director's Positions two, three, four, five or six for more than three

consecutive terms. For the purposes of this bylaw, a “term” means a full term. A term does not include completion of a partial term appointment.

3. The position of President, First Vice President and Second Vice President shall be elected annually for a one year term. These officers may only serve one term in each position. For the purpose of this bylaw, “term” means a full elected term. A term does not include completion of a partial term appointment.
4. A quorum for the Board of Directors shall consist of the President or one of the Vice Presidents and four (4) other members of the Board. A quorum for the Executive Board shall consist of any three (3) of the four (4) members.

Section B: Vacancies on the Board of Directors shall be filled by appointment by a majority vote of the remaining members of the Board until the annual meeting when the general membership shall elect a successor. However, if a vacancy occurs in the position of President, First Vice President or Second Vice President, such vacancies shall be filled by polling the remaining members in the above positions regarding their respective interest in moving up the normal rotation.

Example: If the vacancy in the position of President, the First Vice President would move up to President and the Second Vice President would move up to First Vice President. The resulting vacancy shall be filled from the list of Second Vice President candidates from the most recent election. The top candidate on the list will have the first right of refusal for the position. If no list exists or none of the eligible individuals accept the position, it shall be offered to the current Directors Positions 2-6.

Section C: Any member of the Board of Directors who resigns, retires, fails to be re-elected, or is removed from their Fire District’s Board of Directors shall immediately be removed from his/her position on the Board. The remaining members of the Board shall fill the vacancy as described in Article IV, Section B.

Section D: The Board of Directors shall appoint an Executive Director, who shall serve as Assistant to the President, Executive Board, and Board of Directors.

Section E: The Board of Directors shall appoint a legal advisor, who shall serve as legal advisor to the Board of Directors and the Executive Board.

Section F: A position on the Board of Directors shall be declared vacant by the Board of Directors when the person holding the position fails to attend two (2) consecutive duly called meetings for which such person has received notification, except when such person is prevented from attendance due to illness, emergency or is previously excused by the President. A member of the Board of Directors may be removed for cause by a two-thirds vote of the members of the Board. The remaining members of the Board shall fill the vacancy as described in Article IV, Section B.

Section G: The term of each officer and director shall begin January 1<sup>st</sup> following the election and swearing in of that individual and shall continue for the prescribed periods of time as set forth above, or until a successor is elected and takes office, whichever is later.

## ARTICLE V. ELECTIONS, NOMINATIONS AND VOTING

Section A: The election of the Board of Directors shall be held at the annual meeting. Election of Board members shall be by secret, written ballot, unless there is only one nominee for a position, when a voice vote may be taken on that position. The candidate receiving the highest number of votes shall be elected. In the event of two consecutive tie votes for any position, the Board of Directors shall meet immediately and each Director shall vote for one candidate. The tally of these votes shall determine the outcome of the election. To ensure better representation, Past Presidents, once they have completed their term in that office, may not be elected to the Board of Directors. A Past President, however, may be appointed to fill Director Position 1 as provided in Article IV, Section A2.

### Section B Nominations

1. Only active members of the Association shall be considered eligible for nomination to an elected position.
2. Candidates may be nominated and run for only one Board of Directors position at each elections.
3. Persons currently holding an unexpired Director or Officer Position may be nominated and run for another position. If elected, the current position will become vacant on January 1<sup>st</sup> and will be filled in accordance with Article IV, Section B.
4. Nominees for President, First Vice President and Second Vice President shall have served as an elected member of the Board of Directors for a minimum of two (2) years.
5. The nominating committee, appointed by the President, shall propose a slate of candidates to the membership consisting of:
  - a. The name of the current First Vice President as the nominee for the position of President.
  - b. The name of the current Second Vice President as the nominee for the position of First Vice President.
  - c. No more than two nominees for the position of Second Vice President.
  - d. The name of the current President as the nominee for the position of Immediate Past President (Director Position 1).
  - e. No more than two nominees for each open Director Position.
6. In addition to the slate from the Nominating Committee, nominations may be taken from the floor if made by an active member of the Association.

### Section C Other Voting

1. All votes by the Association members on any resolutions or questions shall be by voice vote of those attending and authorized to vote if at the annual meeting. A majority of those present and voting shall be controlling on any side of any question. If the Chair is in doubt as to the results of a voice vote, he or she may ask for a show of hands of those eligible to vote and the majority voting on any side of the question shall be controlling.

2. In lieu of voting at any annual meeting, any questions may be submitted to the membership by submitting five (5) written ballots to each member district at least sixty (60) days prior to the date of any decision. The ballots shall be submitted with a stamped, self-addressed return envelope. The majority of the ballots returned by the date set by the Board of Directors at least sixty (60) days after the date of mailing shall be determinative on the issue.

## ARTICLE VI. DUTIES OF OFFICERS

Section A: President – It shall be the duty of the President to preside at all meetings of the Association, appoint and be ex-officio member of all committees and perform such other duties as are ordinarily performed by a presiding officer or as may be required by the Association. The President shall appoint a parliamentarian prior to any general membership meeting, who shall rule on any parliamentary procedural disputes.

Section B: First Vice President – It shall be the duty of the First Vice President to perform the duties of the President of the Association in his/her absence, and assist the President whenever required.

Section C: Second Vice President – It shall be the duty of the Second Vice President to perform the duties of the First Vice President or President and to assist either whenever required.

Section D: Executive Director – The Executive Director shall have the following duties:

1. Keep a complete and accurate record of all proceedings of the Association. Answer all communication pertaining to the operation of the Association, as well as all inquiries from member fire districts on matters of concern related to their operations and fire protection improvement.
2. On a regular fiscal basis, bill all districts for their annual dues.
3. Develop and maintain an accurate accounting system of the funds collected. Deposit all funds in a bank designated by the Board of Directors under the name “Oregon Fire District Directors Association.” At least two signatures are required for issuance of a valid check or withdrawal of funds, and all accounts shall be so restricted. The Board of Directors shall annually designate which of the following will be authorized to perform these functions, member(s) of the Board of Directors, the Executive Director or other staff
4. Present to the Board of Directors and Executive Board at each meeting an itemized statement of all receipts and disbursements.
5. Perform such other duties as may be assigned from time to time by the President, Executive Board, or Board of Directors.

Section E: Board of Directors – The Board of Directors shall meet at the reasonable call of the President or any five (5) members of the Board for the purpose of

conducting the business affairs of the Association, according to the policies and mandates of the Association. The Board of Directors shall provide all services it deems necessary, including the running of a statewide office. It shall develop the rules by which any meeting of the Association is to be conducted.

#### ARTICLE VII. DUES

Section A: It shall be the duty of the Second Vice President to prepare a budget covering a period of the ensuing year and submit it to the assembled members for approval and adoption at each annual meeting. Accompanying the budget will be a dues schedule and formula for payment which shall likewise be submitted to the members for approval and adoption at the annual session.

Section B: The formula and dues structure shall be approved at the annual meeting for the succeeding year. If no presentation is made for modification in the dues formula and amounts at the annual meeting, the structure shall be posted on the Association website and shall be continued form year to year as previously approved. The minimum and maximum amount of dues shall be set by the Board of Directors and approved by the members at the annual meeting.

Section C: Dues shall be assessed on January 1 of each year.

#### ARTICLE VIII. ANNUAL MEETING

The location and date of the annual meeting shall be determined by the Board of Directors.

#### ARTICLE IX. AMENDMENTS OF CONSTITUTION AND BYLAWS

The Association shall have the power to alter, amend, or revise the Constitution and Bylaws at any regular annual meeting providing the total voting membership is notified in writing at least thirty (30) days prior to the meeting at which the proposed change(s) will be submitted, or upon submitting the change(s) in writing sixty (60) days prior to voting if the changes(s) is to be made by ballot. Amendments to proposed amendments or change(s) may be made from the floor if the change(s) is/are being considered at the regular annual meeting, and the membership has been advised that the article has been proposed for some type of amendment.

#### ARTICLE X. MISCELLANEOUS PROVISIONS

Section A: The fiscal year shall be January 1 through December 31 for accounting purposes.

Section B: The minutes and proceedings of annual meetings shall be reviewed and upon approval by the Board, shall be posted in the Association's website.

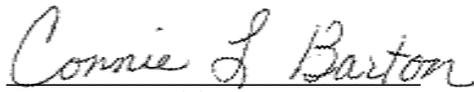
Section C: The President and the Board shall insure that audits and reviews are done on a timely basis to insure the financial integrity of the Association's financial records.

#### ARTICLE XI.

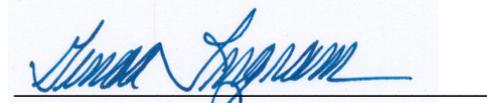
The Board of Directors may establish insurance and dividend programs for the benefit of the members of the Association. Only members of the Association may participate in insurance and dividend programs established by the Association. No restricted Association insurance or dividend program may be used by any non-member, except upon the affirmative vote of 2/3 of the members of the Board of Directors. The directors may establish separate committees to monitor insurance and dividend programs for the benefit of the fire districts and the Association may receive fees from such insurance and dividend programs for providing those services.

#### ARTICLE XII.

The Board of Directors is further empowered to carry out any and all other functions deemed necessary by the Board of Directors for the operation and affective management of the Association.



OFDDA President, 2010



OFDDA Executive Director

Bylaws originally adopted June 3, 1950

Rewritten March 1975

Amended November 1977

Rewritten November 1989

Amended November 1992

Amended November 1996

Amended November 2000

Amended November 2002

Amended November 2006

Amended November 2008

Amended November 2010