

By-Laws of the National Society of Executive Fire Officers (NSEFO)

Adopted 1990. Amended 1992, 1997, 2001, 2002, 2004, 2006, 2007, 2010

ARTICLE I **Name**

The name of the organization shall be the: National Society of Executive Fire Officers (hereinafter called the Society).

ARTICLE II **Purpose**

The purpose of the Society is to:

- Support the mission and programs of the National Fire Academy (NFA), United States Fire Administration (USFA), and other federal fire programs;
- Develop and support networking opportunities for Society members;
- Enable and encourage lifelong learning and enrichment opportunities for all members of the Society;
- Facilitate communication among members and with the leadership of the NFA;
- Sponsor and endorse conferences, meetings, programs and activities which support continued opportunities for executive and professional development of Society members;
- Cooperate with other local, state, and national organizations that support Executive Fire Officers' professional development.

ARTICLE III **Membership**

SECTION I Each member shall be classified for membership according to one of the following categories:

- A. NSEFO REGULAR MEMBERSHIP – Available to NFA Executive Fire Officer Program (EFOP) graduates, and charter members of the Society. Charter members are defined as those who were members of SEFO (former name) at the time of the first Annual Conference, October 20, 1989, and are offered the benefit of no longer paying dues. NSEFO members may hold elected offices and enjoy full voting privileges.

- B. ASSOCIATE MEMBERSHIP – Available to EFOP students, and any person with an interest in the professional development of fire service executives, and the preservation and furtherance of the federal fire focus. Associate members are non-voting/non-office holding members.
- C. HONORARY MEMBERSHIP – May be nominated by any voting member and must be approved by the Board of Directors. Honorary Members shall be non-voting members and may not hold elective office. A list of Honorary Members will be maintained by the Secretary.
- D. LIFETIME MEMBERSHIP – Available to longtime members in good standing who have dedicated over twenty years of commitment and loyalty to the Organization and /or who have served with distinction in the pursuit of the Objectives of the organization. Lifetime Members may be nominated by any voting member and approved by the Board of Directors. Lifetime Members shall be non-voting members and may not hold elective office. A list of Lifetime Members will be maintained by the Secretary.

SECTION 2 Any regular member may be appointed to committees.

SECTION 3 Any member may voluntarily withdraw and terminate his or her membership at any time.

SECTION 4 In order to be in good standing, members shall not be delinquent more than sixty (60) days in payment of their dues.

SECTION 5 Membership shall not be restricted due to race, color, religion creed, national origin, sex, sexual orientation, or age.

ARTICLE IV **Board of Directors**

SECTION 1 The following Executive Board Members and Division Directors shall manage the Society and will be known collectively as the Board of Directors:

Executive Board Members consist of the President, Vice-President, Secretary, and Treasurer. The remainder of the Board of Directors consists of seven (7) Division Directors and one (1) Immediate Past-President, who is considered an Ex-Officio Non-Voting Board Member with a one-year limited term of office.

SECTION 2 The President and Vice-President will be nominated and elected from those individuals currently serving on the Board of Directors.

SECTION 3 Members of the Board of Directors, excluding ex-officio members, who miss three (3) Meetings and/or Monthly Telephonic Meetings within any twelve-month period, will forfeit his or her position and be replaced at the discretion of the President.

ARTICLE V

Duties of the President

SECTION 1 It shall be the duty of the President to preside over all meetings of the Society and its Board of Directors, appoint all committees, and perform such other duties as may be incident to the office or shall be required by the annual conference or the Board of Directors. The President shall make an annual report to the members in assembly and make such recommendations as deemed advisable in the interest of the Society. The president shall sign all official correspondence and documents on behalf of the society.

SECTION 2 The President, with a majority affirmative vote of the Board of Directors, may remove from office any Board of Director Member who fails to meet the obligations of office.

SECTION 3 The President shall fill any Board of Director Member vacancy for any remaining term. However, such appointments shall only be valid until the next regularly scheduled election for that position.

ARTICLE VI

Duties of the Vice-President

In the absence or inability of the President to perform all the duties of the office, the Vice-President shall assume the duties of the President; assist the President in conducting the business and policies of the Society; and shall perform such other duties as prescribed by the President and Board of Directors.

ARTICLE VII

Duties of the Secretary

The Secretary shall post agendas and prepare and maintain full minutes of all meetings; shall give written notice of all meetings to the members and for posting on the Society website; shall maintain the membership rolls and retain all documents pertinent to the Society's operations; shall prepare and distribute meeting minutes of the prior year's annual meeting, as well as all other meetings including monthly telephonic meetings. Such agendas shall be posted on the Society website no less than fifteen (15) days prior to the meeting, and minutes shall be posted on the website within 30 days post-meeting. Printed reports will be made available upon check-in at the annual conference.

ARTICLE VIII

Duties of the Treasurer

The Treasurer shall be responsible for the financial aspects of the organization and shall have custody of all funds of the Society; shall determine that all funds collected by the Society are recorded and disbursed according to accepted accounting principles and in accordance with the

Constitution and By-Laws of the Society and policies adopted by the Board of Directors; shall provide and maintain full and complete records of all assets and liabilities of the Society. The Treasurer shall prepare and distribute a complete financial statement at the Annual Meeting.

ARTICLE IX
Duties of the Division Directors

SECTION 1 One (1) Division Director shall represent one of Seven Divisions. The President shall represent International Members, with the exception of Canada, as noted below.

Eastern Division	Serving Delaware, Maryland, New Jersey, New York, Pennsylvania and the District of Columbia
Great Lakes Division	Serving Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin and Canada.
Missouri Valley Division	Serving Colorado, Iowa, Kansas, Missouri, North Dakota, Nebraska, South Dakota and Wyoming
New England Division	Serving New Hampshire, Vermont, Connecticut, Maine, Massachusetts and Rhode Island
Southeastern Division	Serving Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, U.S. Virgin Islands, Virginia and West Virginia
Southwestern Division	Serving Arkansas, Louisiana, New Mexico, Oklahoma and Texas
Western Division	Serving Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah and Washington

SECTION 2 The Division Directors shall be responsible to coordinate with members and possible members in their respective regions on matters of concern to the Society.

SECTION 3 The Division Directors shall resolve any grievances that arise from application for membership.

ARTICLE X **Committees**

The President shall appoint committees to meet specific needs. Those committees shall prepare their reports as directed and present said reports within the specified schedule. Duration and standing of any committee shall be at the discretion of the President. The President shall appoint the Chairperson of any committee.

ARTICLE XI **Dues**

SECTION 1 Dues for membership in the Society are for one (1) year periods, beginning on January 1 of each year, and shall be as set forth by the Board of Directors.

SECTION 2 Dues are payable on or before February 1 and are considered delinquent on or after April 1 of any year.

SECTION 3 Membership applications received and processed after October 1 shall have the accompanying dues payment credited to the following calendar year.

SECTION 4 Dues shall not be refundable.

ARTICLE XII **Property and Finance**

SECTION 1 Neither the Society, nor any officer, is authorized to contract for any obligation in excess of the Society's un-obligated assets.

SECTION 2 The funds of the Society shall be deposited only in National banks, State banks, Federal Savings & Loans or in Trust companies, and only where insured by the F.D.I.C. or F.S.L.I.C.

SECTION 3 All disbursements of funds of the Society must be approved or endorsed by the Treasurer and/or the President; shall be made by any appropriate means of payment and must be accompanied by a receipt; and must be followed up with all pertinent receipts and statements, accompanied by a completed Expense Report and forwarded to the Treasurer within thirty (30) days of the expenditure.

SECTION 4 The President or his or her designated representative shall be entitled to reimbursement of reasonable and customary expenses incurred in the performance of his or her duties on behalf of the Society.

SECTION 5 The President shall be entitled to reimbursement of reasonable and customary expenses incurred for the purpose of attending the Society's Annual Conference. Such expenses shall be limited to travel/transportation, lodging and meals.

SECTION 6 All expenditure of Society funds must show a direct benefit to the Society and must be pre-approved by the Society's President and/or Treasurer.

ARTICLE XIII **Meetings**

SECTION 1 Robert's Rules of Order shall be followed for all formal Society meetings.

SECTION 2 Notification of all meetings shall be made in writing by the Secretary to all members in good standing.

SECTION 3 The Annual Meeting shall be held each year at a site selected by the membership at the previous Annual Meeting. The exact dates will be determined by the Board of Directors.

SECTION 4 Members of the Board of Directors may meet with the Annual Conference host during January or prior to the annual meeting, for the purpose of conference planning, except as provided in Article XIII, Section 8 herein.

SECTION 5 A financial template, known as a '*Annual Conference Budget*' should be established and designed specifically for the annual conference to ensure that the financial complexities of hosting this event are consistent from year to year, and that the necessary financial obligations are met and are complete and concise in terms of record-keeping.

SECTION 6 Extraneous expenditures, outside of those specifically addressed in the *Annual Conference Budget* will not be allowed without the approval of the Board of Directors.

SECTION 7 An appropriate Memorial Service honoring the Nation's Fallen Firefighters of the previous year shall be conducted at the Annual Conference.

SECTION 8 All matters pertaining to the program of each annual meeting shall be coordinated between the host and the Board of Directors. The entire program, the opening ceremony and memorial service, and the entertainment to be provided during the conference shall be submitted to the Board of Directors for review/approval prior to being adopted and published.

SECTION 9 Nothing in the foregoing sections shall be construed as prohibiting the Board of Directors, in case of extenuating circumstances, from changing the place and/or time of the annual conference or other meetings.

SECTION 10 The Order of Business shall be as follows:

- a) Adoption of the minutes of the previous Conference
- b) Report of the President
- c) Report of the Secretary
- d) Report of the Treasurer
- e) Reports of the Standing Committees in the order named
- f) Reports of other committees

- g) Unfinished business
- h) Election of officers
- i) New business
- j) Annual Meeting and Conference Report
- k) Adjournment

ARTICLE XIV **Elections**

- SECTION 1** The election of the President, Secretary, and the Eastern, Great Lakes, Missouri Valley, and New England Division Directors shall be held at the Annual Meeting in each even numbered year. The election of the Vice-President, Treasurer, and Southeastern, Southwestern, and Western Division Directors shall be held at the Annual Meeting each odd numbered year.
- SECTION 1A** In order to facilitate this transition, The President and Secretary elected to office in 2010 will serve a two-year term, with the next election in 2012. The Vice President and Treasurer elected to office in 2010 will serve a three-year term, with the next election in 2013.
- SECTION 1B** The Eastern, Great Lakes, Missouri Valley, and New England Division Directors elected in 2009 will serve a three-year term, with the next election in 2012. The Southeastern, Southwestern and Western Division Directors elected in 2009 will serve a two-year term, with the next election in 2011.
- SECTION 2** The election of officers shall take place immediately after unfinished business and just prior to new business.
- SECTION 3** Any NSEFO MEMBER in attendance at the Annual Meeting may nominate any other NSEFO MEMBER for any elective office, and any such nomination shall be publicly announced.
- SECTION 4** Any NSEFO MEMBER may request a recount of the ballots except that ballots shall not be recounted more than twice. After any recounts have been completed and newly elected officers and Directors have been installed, ballots shall be destroyed.
- SECTION 5** The elected Directors shall take office immediately after the election.
- SECTION 6** The property of the Society must be transferred to the newly elected officers no later than January 1 of the following year.
- SECTION 7** In the event that the Annual meeting is cancelled, for any reason, any pertinent elections will be facilitated via a mail-in or electronic web-based voting process, the results of which will be determined at the following January meeting.
- SECTION 8** Only those Regular Members defined under Article III, Section 1, Paragraph A shall be eligible to hold office as an officer or Director.

ARTICLE XV
Dismissal

SECTION 1 Any Society member may be dismissed by the majority vote of the Board of Directors, but only after charges have been made public and the defendant has been allowed to make a plea unless such member requests that charges not be made public and elects to accept dismissal without a plea.

SECTION 2 Any reinstatement shall be at the pleasure of the Board of Directors.

ARTICLE XVI
Indemnification

The Society shall indemnify any officer or director of the Society who was or is a party, or is threatened to be made a party to any threatened action, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Society) by reason of the fact that he or she is or was such an officer, employee or agent of the Society, or was serving at the request of the Society as an officer or director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE XVII
Amendments

SECTION 1 These By-Laws may be amended by two-thirds (2/3) vote of the members present and voting at any Annual Meeting.

Article XVIII
Relationship with Supporting Partners

SECTION 1 The Society's relationship with any supporting agency or institution shall be evaluated for the purpose of identifying and sharing accounting and other control practices to maintain consistency, avoid duplication, and ensure compliance with generally accepted accounting practices and principles.

SECTION 2 The Treasurer will be provided Internet web-based access to all accounts that in any way impact the financial integrity of the Society.

SECTION 3 The Society requires clear and concise monthly reports from any third party, as well as from any trustee or bank institution engaging or supporting the Society's business, via contract or other accepted means.