

NW Fire Investigators  
Proposed major By-Laws Rewrite to be adopted on May 3, 2016.  
The Articles have been rearranged, wording changed, and additional information added.

**ARTICLE I**

**NAME, OBJECTIVE, COMPOSITION, INCORPORATION**

**Section 1. NAME.** The name of this organization shall be the Northwest Fire Investigators Association, Inc.

**Section 2. OBJECTIVE.** The objectives of this corporation are to bring together those persons interested in fire and arson investigation so as to provide a uniform force to combat the problem.

To develop a bond of friendship, understanding and cooperation between agencies and persons involved in fire and arson investigation.

To promote the development of fire and arson prevention and investigation in the fire service and other related fields through a progressive program of education, public relations, research and investigator certification.

**Section 3 COMPOSITION.** Membership in the corporation shall be open to qualified adult of the United States and Canada of good character, or organizations who meet the requirements hereinafter set forth.

**Section 4 INCORPORATION.** This Association shall be incorporated as provided by law, Its Bylaws at the time of incorporation, or as hereafter amended, shall be subservient to the Articles of Incorporation.

**ARTICLE II**

**BOARD OF DIRECTORS**

**Section 1. DIRECTORS.** The corporate powers and management of this corporation shall be vested in a board of at least nine members herein called the Board. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, two Trustees and three board members.

**Section 2. TERMS OF OFFICE.** Board members shall be elected by the membership at the Associations annual meeting. Board members shall be elected to three year terms starting on the first day of June following the election.

**Section 3. MEETING OF THE BOARD OF DIRECTORS.** The Board of Directors and such other members of the corporation as the President may see fit for the proper transaction of business shall meet annually or whenever the President may deem it necessary at such time and place he or she shall designate.

**Section 4. BOARD OF DIRECTORS MEETING EXPENSE.** The necessary expenses of members attending the Board meetings or engaging in corporation business shall be paid as set by the Board of Directors, to include lodging, meals and incidentals for the time involved at the meeting and necessary traveling time, plus transportation. Such reimbursement for incidentals shall be limited to a maximum of \$100.00/meeting per Board member, unless otherwise authorized by the Board. Generally, a member crossing from either half of the state shall receive \$100.00, others \$50.00.

**Section 5. BOARD OF DIRECTORS QUORUM.** A majority of the Board shall constitute a quorum for the transaction of business.

**Section 6. VACANCIES.** Vacancies on the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors. Anyone so appointed shall hold office for the remainder of the unexpired term of the member being replaced and until their successor shall be elected and qualified.

**Section 7. MEMBER ATTENDANCE.** Any Board member who fails to attend three consecutive board meetings shall have their board position reviewed by the remaining members of the Board of Directors. If such review fails to reveal adequate reasons for the board member's lack of attendance, then such board member shall, by a majority vote of the board be relieved of their office. Such vacancy shall be filled as outlined herein.

## ARTICLE III

### DUTIES AND POWERS OF THE BOARD OF DIRECTORS

**Section 1. DUTIES.** It shall be the duty of the Board of Directors to conduct all business of the corporation not otherwise provided for at the annual meeting, cause to be made an audit of all books and accounts of the corporation, such audit to be prepared and presented at the annual meeting, to have the Treasurer bonded in an amount to be determined by the Board, the cost of said bond to be paid by the corporation.

**Section 2. POWERS.** The Board of Directors shall have the power to expend the funds of the corporation to accomplish the objectives set forth.

**Section 3. OTHER DUTIES AND POWERS.** The Board of Directors shall perform such other duties and exert such powers as required and authorized in these Bylaws or by the corporation in the annual meeting.

**Section 4. REVIEW AND OVERRIDE.** Any action of the Board of Directors will be subject to review at the annual meeting of the corporation, and two-thirds vote of the active membership present. Voting may override any action taken by the Board of Directors.

## ARTICLE IV

### OFFICERS

**Section 1. OFFICERS.** The officers of this corporation shall be the President, Vice-President, Secretary, Treasurer and two Trustees.

**Section 2. ELECTED OFFICERS.** The President, Vice-President, Secretary, Treasurer and Trustees, shall be currently elected Board Members.

**Section 3. TERMS OF OFFICE.** Following the annual meeting, the Board shall meet and-elect the President and Vice President. The President shall then appoint the Secretary, Treasurer, and two Trustees.

**Section 4. OFFICERS, REMOVAL OF.** An officer shall be removed from office for the following reasons:

*a. Conviction of a felony*

*b. Malfeasance in office*

Provided, however, that such removal shall not be effective unless and until the evidence has been reviewed by and a determination made by the Board of Directors; provided further, however, that the Board shall meet within 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.

The Board of Directors shall make the final determination of the eligibility of an officer to continue to serve in their capacity as an officer of this Association.

**Section 5. FILLING OFFICER VACANCY.** A vacancy in the office of the President, Vice-President, Secretary, Treasurer or Trustee shall be immediately filled through appointment by the Board of Directors.

## **ARTICLE V**

### **DUTIES OF OFFICERS**

**Section 1. PRESIDENT.** The President shall supervise all activities of the corporation, execute all instruments on its behalf, preside at all meetings of the Board of Directors and of the membership of the corporation, call such meetings of the membership as shall be deemed necessary other than the annual meetings of the membership, and, in general, he or she shall perform all duties as are usually incident to the office of President of a non-profit corporation, together with such duties as may be assigned him or her by the Board.

**Section 2. VICE-PRESIDENT.** In the absence or inability of the President, the Vice-President shall perform all duties of that office, and when the President is presiding, shall assist that officer, in every way possible. Should a vacancy occur in the office of President, the Vice-President shall at once assume all the duties and responsibilities of that office, and shall also serve as Audit Chairperson of the corporation.

**Section 3. SECRETARY.** It shall be the duty of the Secretary to keep a complete record of the proceedings of the corporation and its Board of Directors. The officer shall keep a true and correct record between the corporation and its members.

**Section 4. TREASURER.** It shall be the duty of the Treasurer to collect all monies due the corporation from all sources and shall have custody of the funds of the corporation, and all monies in his or her possession belonging to the corporation shall be deposited under the name of the corporation in a bank or banks or other financial institutions approved by the Board of Directors. The Treasurer shall keep a true and correct record of all monies received and disbursed, and pay no money except upon a proper warrant drawn on him or her, and all payments of accounts shall be by corporation check. The Treasurer shall be bonded as provided and in an amount as determined by the Board of Directors. The Treasurer shall have authority, with the approval of the Board of Directors, to engage assistance at any time that he or she may deem it necessary for the proper discharge of the business of the corporation. No officer or member shall incur any expense in the name of the corporation without the authority of the Board of Directors or the corporation in conference except the Treasurer for the necessary expenses of his or her office. The Treasurer shall close their annual report on the last day of the month preceding the annual meeting and shall submit the same at the conference. At the expiration of their term of office, the Treasurer shall deliver to successor all monies, books and papers, with all vouchers and other property in their charge, belonging to or held in trust for the corporation.

**Section 5. Trustee.** It shall be the duty of the Trustees to, on at least an annual basis, prior to the annual meeting review the records maintained by the Treasurer and provide a document to the Board verifying the accuracy of the financial records.

## ARTICLE VI

### MEMBERSHIP

**Section 1. MEMBERS.** Membership of this corporation shall consist of:

- a. Active*
- b. Honorary Life*

**Section 2. ACTIVE.** An active member shall be any adult of the United States or Canada, who is, or has been, a representative of a governmental agency actively engaged in the prevention, investigation, suppression or prosecution of fire or arson. Active members shall be entitled to vote on all matters requiring a vote unless otherwise prohibited by the Bylaws, and to participate fully in the affairs of the Association. Active members are those who have attended the annual Pacific Northwest Fire Investigation Conference. Their membership shall be in effect for the following year.

**Section 3. HONORARY LIFE.** Any member in good standing can nominate another member of good standing for an Honorary Life Membership. Such nomination shall be submitted to the Board in writing not less than 30 days prior to a board meeting. Such nomination shall contain specific facts and information as to why the nominee shall be granted a Life Membership. Upon receipt of such nominations the Board shall act upon the matter at the next regular board meeting. The criteria for such memberships shall be as follows:

- 1. The nominees shall be, or have been, actively involved in the affairs of the Association.*
- 2. The nominee shall have contributed outstanding service to further the goals of the Association either by: a) His or her active involvement in the Association or, b)*

*By his or her work in fire and arson investigation done outside the Association for a period of not less than five years.*

If the Board denies the nomination, then the Board shall notify the person making the nomination within 30 days of the Board's decision. Such notification shall contain the reasons for the denial.

If the Board approves the nomination, then this recommendation shall be submitted to the membership at the next regular general meeting. It shall take a two-thirds affirmative vote of the members present to confer an Honorable Life Membership on a member.

An Honorable Life Member shall not have to pay any dues or registration when attending a function of the association.

A maximum of two Honorable Life Memberships may be approved each year.

**Section 5. ELIGIBILITY TO VOTE AND HOLD OFFICE.** Only active members shall be entitled to vote on all matters requiring a vote unless otherwise prohibited by the Bylaws of this corporation. Only active members shall be entitled to hold office.

**Section 6. DECISION OF QUESTIONABLE CLASSIFICATION.** Any and all questions and disputes involving eligibility to any of the classifications of membership shall be decided by a vote of the Board of Directors of this corporation.

**Section 7. EXPULSION OF MEMBERS.** Any member of the corporation, including an Officer or Director, may be expelled from the corporation for cause upon a majority vote of the membership present at the meeting. Recommendation for expulsion shall be submitted to the Board not less than 30 days prior to a Board meeting. The Board shall review the matter and present the findings to the membership. The member concerned shall be provided with the findings and given an opportunity for response. The vote of the membership shall be final and the member shall have no right of appeal. Any member expelled from the corporation shall lose all rights and privileges conferred by the Articles of Incorporation and/or the Bylaws.

## **ARTICLE VII**

### **MEETINGS**

**Section 1. PLACE AND DATE.** Meetings shall be held annually. Consideration shall be given to meeting in locations sponsored by host organizations. Each member shall be notified by the Secretary by mail or electronic mail at least thirty days prior to each meeting. Any special matters to be considered at said meeting shall be included in said notification. The annual meeting of the corporation shall be held on a date designated by the Board of Directors.

**Section 2. BOARD MEETINGS.** The Board of Directors shall meet at least twice a year, including at the time of the annual meeting of the corporation. Notice of a regular meeting shall be given in writing at least ten days prior to the time fixed for the meeting. The Board of Directors may call additional meetings at any other time or place upon call of the President of the corporation or by any five members of the Board.

**Section 3. BOARD APPROVAL.** The entire program of the opening ceremonies, memorial service and entertainment to be provided during the conference shall be submitted to the Board of Directors before being adopted or published.

**Section 4. BOARD AUTHORIZED TO CHANGE TIME AND PLACE.** The Board of Directors shall have authority to change the time and place of the annual meeting if in their opinion an extraordinary emergency exists.

## **ARTICLE VIII**

### **AMENDMENTS TO BYLAWS**

**Section 1. TWO-THIRDS AFFIRMATIVE VOTE AND ADVANCE NOTICE REQUIRED.** The Bylaws may be amended at meetings by a two-thirds affirmative vote of the active membership present and voting provided that active members of the corporation shall have been given appropriate notice of the proposed amendment at least thirty days prior to the voting date; provided further that any active member in good standing may give a proxy in writing to any other active member in good standing who will be in attendance at such meeting.

**Section 2. EFFECTIVE DATE AND OPPOSING PETITION.** Such amendment shall become effective thirty days after adoption unless a petition opposing the amendment, signed by not less than twenty-five percent of the active membership, is filed with the Board of Directors in the interim. In the event such petition is filed as specified, the amendment shall not become effective, but shall be reconsidered at the next meeting.

## ARTICLE IX

### MISCELLANEOUS

**Section 1. REGISTRATION FEE EXEMPTION.** Invited speakers or distinguished visitors shall be permitted to register and receive the courtesies of the meeting without payment of the registration fee, upon the approval of the President.

**Section 2. VOTING.** Voting shall be written ballot for election of officers when there are two or more candidates for an office. Other balloting may be by voice or standing vote, provided, however that a written ballot shall be taken upon motion passed by active members voting.

**Section 3. TIE VOTE.** In case of a tie vote, the Board of Directors shall meet in emergency session (in the absence of anyone involved in the run-off) and each director shall cast a secret ballot. Ballots shall be sealed in an envelope and handed to the Elections Committee for counting.

**Section 4. COMMITTEES REQUIRED.** The committees of this corporation shall be:

*a. Membership*

*b. Bylaws*

*c. Public Education and Relations*

*d. Elections Committee*

Such committees shall be appointed by the President no later than the end of the annual meeting of the Board of Directors.

**Section 5. SPECIAL COMMITTEES.** The President may appoint special committees from time to time on any subject he or she deems necessary for the benefit of the corporation.

**Section 6. RESOLUTIONS QUALIFICATIONS.** All resolutions which are to be considered at a meeting shall be presented or mailed to the Secretary not later than 30 days prior to the opening of the meeting and shall be prepared in triplicate, typewritten, in proper form and bearing the signature of the active member submitting it and the name of the department or organization with which he or she is affiliated.

**Section 7. RESOLUTIONS EMERGENCY NATURE.** Resolutions which are of such an emergent nature that compliance with the requirements of Section 7 of these Bylaws are impossible, may be considered at a meeting only after the Board of Directors has approved the resolution as an emergency measure.

**Section 8. BYLAWS ADOPTED.** These revised and amended Bylaws were approved and adopted September 22, 1982, as shown by the minutes of that meeting of the corporation, and shall supersede all other Bylaws promulgated heretofore.

## ARTICLE X

### RULES OF ORDER.

**Section 1. PRESERVING ORDER AND DECORUM.** The Presiding Officer shall preserve order and decorum by adhering to the Parliamentary Procedures per "Roberts Rules of Order."