

# **ALABAMA ASSOCIATION OF VOLUNTEER FIRE DEPARTMENTS BY-LAWS**

(As Revised at Annual Meeting in Sheffield, Alabama on August 09, 2014)

## **SECTION 1. GENERAL.**

This organization shall be known as the Alabama Association of Volunteer Fire Departments, Incorporated. The period of existence of this organization shall be perpetual unless its existence be terminated pursuant to the provisions pertaining to dissolution contained in the Articles of Incorporation.

## **SECTION 2. PURPOSE.**

The purposes of this Association are, for the common good and general welfare of the people of Alabama: to promote the orderly and necessary formation of non-profit, volunteer fire departments and assist in the continued operation of existing volunteer fire departments in Alabama; to aid in the continued training of volunteer firemen and to assist in the upgrading of standards for volunteer fire departments which become members of this association; to create, through the Association, an increased awareness by the general public of the work and purpose of volunteer fire departments; to promote public safety by creating an awareness by the general public of fire hazards in both public and private buildings, and to assist in the removal of these fire hazards; to promote the prevention and suppression of fires; to promote the development and continued operation of life-saving public safety services and disaster or emergency assistance services wherever and whenever they may be needed within the State of Alabama; to represent the volunteer firefighters in Alabama and, guided by decisions reached by this Association's Board of Directors, to make known the needs, the efforts, and the views of the volunteer firefighter in Alabama.

## **SECTION 3. MEMBERSHIP.**

The Association shall have three classes of members: general members, associate members and life members. Membership requirements for these three classes of members are as follows:

(1) General Members - General members shall consist of volunteer fire departments who meet the following qualifications and standards:

(a) A qualified volunteer fire department is defined as being staffed primarily by volunteers whose main source of income is not derived from employment with the department.

(b) In order to qualify for membership, each volunteer fire department must be incorporated as a non-profit corporation under the provisions of Section 10-3-1, et seq., Code of Alabama, (1975), or the corresponding provision of any future state law, or be a department of a political subdivision within the State of Alabama, and be certified in accordance with Section 9-3-17, Code of Alabama (1975), or the corresponding provisions of any future state law.

(2) Associate Members - Associate members shall be non-voting members of the Association and shall consist of any individual, organization, group, corporation or governmental agency interested in the purposes, goals and activities of the organization.

(3) As a condition of membership, for both general members and associate members, current dues must be paid as specified in these By-Laws.

(4) Life Members - Life Membership may be awarded by the Board of Directors in rare instances to individuals who have demonstrated unusual outstanding service to this Association. Since Life Membership is the highest single non-valor, non-memoriam honor this Association can bestow, there shall not be any awards of Honorary Life Membership. Life Members shall pay no dues nor shall their status be dependent upon any organization or group being a member of this Association.

a) Number of Members- The number of members awarded Life Membership will be unlimited. Life Members with voting privileges will be capped at a maximum of twelve (12). Eligibility to vote shall be determined by the date inducted as a Life Member, starting with the oldest date of induction. No other shall have, for any reason, voting privileges until the current voting member number drops below twelve (12). All Life Member nominations shall be reviewed by a committee of the twelve (12) voting Life Members. This committee shall report its recommendation to accept/decline the nomination to the President. The President will then present the recommendation to the Board of Directors at the next scheduled meeting for a vote by all voting members present. Vote shall be by secret ballot. The twelve (12) **voting** Life Members shall be entitled to one full vote at any Board of Directors, annual, general or any other meeting of this Association or of any part of it.

b) Eligibility- Nominee must have demonstrated unusual outstanding service to the AAVFD for a minimum of ten (10) years and must be a member of a fire department that has been a member of the AAVFD for a minimum of ten (10) years. Nominating letters from a family member or fire department will not be accepted. Any Life Member (voting or in-waiting) convicted of a felony or ethics violation shall be immediately and automatically removed as a Life Member of the AAVFD.

(5) Personal Memberships - Each person who is a bonafide member of a fire department that has paid the prescribed dues for the current year automatically becomes a member of this Association; it is those individuals that make up this Association and that this Association serves.

#### **SECTION 4. DUES.**

As a condition for membership, all general and associate members shall be required to pay dues in the amount set below, said dues being due and payable the first day of October each calendar year, and shall be delinquent after October 31st. No dues shall be required of a Life Member.

(1) General Membership dues shall be \$50.00 per year per separate volunteer fire department.

(2) Where local, county or regional volunteer fire departments have formed an association, general membership dues in this association shall be \$45.00 per year per department provided that all members of such local, county or regional association who are eligible for membership in this association, in accordance with Section 3

of these By-Laws, join and pay their annual dues. A failure to achieve 100% participation of all the bonafide members of the local, county or regional group will result in the individual departments being required to pay the full annual dues of \$50.00. Should one or more departments in that area not choose to join the local, county or regional group, that group shall not be penalized; the 100% participation is computed on the group's number of members.

(3) Dues for associate members shall be \$45.00 per year.

(4) Dues for those general and associate members joining FOR THE FIRST TIME but late in the calendar year may have their dues prorated for the remaining portion of the year, as may be approved by the Board of Directors.

## **SECTION 5. OFFICERS.**

This Association shall have the following officers: President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, District Directors and Alternate District Directors. While one of the six first-named officers, except that of President, may be filled by an Associate Member, no more than one of those six elected by the general membership may come from the Associate Membership.

(1) All officers shall serve for a term of one year.

(2) All officers shall be elected at the Association's annual meeting, and each may succeed themselves in office. However, commencing with the individual elected at the 2010 annual meeting, the President may succeed himself, if so elected, as to serve as many times as voted in by the voting membership of the Association. If at all possible, anyone seeking to be one of the six officers commencing in July 2010 or later shall serve at least one year as a Director.

(3) The First, Second and Third Vice-Presidents, respectively, shall be selected as follows: One or more individuals shall be nominated from the Northern Area (Districts 1, 2 and 9); one or more from the Central Area (Districts 3, 4, 5 and 10); one or more from the Southern Area (Districts 6, 7 and 8). During the elections at the annual meeting, the membership shall elect one individual from each of these areas, and also shall by their voting designate which individual shall be First Vice-President, which shall be Second Vice-President, which shall be Third Vice-President. Prior to such voting, the membership shall be reminded by the Chair that their selection of a First Vice-President should be done in view of Section 10 of these by-laws; that the First Vice-President becomes the President in event of a vacancy occurring in that office.

(4) (a) There shall be a District Director and an Alternate District Director from each of the following ten AAVFD Districts:

- District 1 (Calhoun, Cherokee, DeKalb, Etowah, Jackson, Madison, Marshall counties)
- District 2 (Blount, Cullman, Jefferson, Shelby, St. Clair, Walker, Winston counties)
- District 3 (Fayette, Greene, Hale, Lamar, Pickens, Sumter, Tuscaloosa counties)
- District 4 (Chambers, Clay, Cleburne, Coosa, Randolph, Talladega, Tallapoosa counties)
- District 5 (Autauga, Bibb, Chilton, Dallas, Marengo, Perry, Wilcox counties)
- District 6 (Barbour, Coffee, Dale, Geneva, Henry, Houston, Pike counties)
- District 7 (Butler, Conecuh, Covington, Crenshaw, Escambia, Monroe counties)
- District 8 (Baldwin, Choctaw, Clarke, Mobile, Washington counties)
- District 9 (Colbert, Franklin, Lauderdale, Lawrence, Limestone, Marion, Morgan counties)
- District 10 (Bullock, Elmore, Lee, Lowndes, Macon, Montgomery, Russell counties)

(4) (b) The District Director and the Alternate District Director shall be elected at the annual meeting by a committee consisting of one individual from each dues-paid general member department from within that district present at the annual meeting. District Directors and Alternate District Directors shall not be elected from the same member department and shall be elected, in so far as possible, from different geographical areas within the district. Each District Director and each Alternate District Director shall have one vote on any matter coming before the Board of Directors.

(5) Any of the six officers, or a District Director, or an Alternate Director, who does not personally attend at least 50% of the regularly scheduled meetings of the Board of Directors in one year (said year to begin at the closing of the annual business meeting), shall not be eligible to hold an office during the following year. The only exceptions that can be made to the 50% attendance requirement is absence from the meeting due to the death of a close, immediate family member or due to the individual serving on active duty in the military forces. Should such a person inadvertently be elected to an office, the election of that individual shall be judged null and void and the Board of Directors shall appoint another, and eligible, individual to hold the office for the remaining term.

(6) In order to hold any office in this Association, whether an elected or appointed office, an individual must be a bonafide member of this Association. If an elected or appointed individual ceases to be, or is found not to be, a bonafide member, the individual forfeits the office and the Board of Directors will appoint another, eligible individual to hold the office for the remaining term.

(6)(a) Anyone holding office in this Association, whether elected or appointed, whose membership dues have not been paid as described in Section 4: Dues that are not paid by the end of the month of November shall remove themselves from office and a replacement will be appointed as described in Section 5: Officers (3) and Section 5 (6).

## **SECTION 6. MEETINGS.**

The Association will hold an annual meeting during the months of June, July or August. The AAVFD Board will determine the date and site for the next annual conference and publicize to all volunteer fire departments. The Association also may transact any other business deemed necessary during such annual meeting.

(1) The Board of Directors shall meet at least twice a year.

(2) The President shall have the authority to call special Board meetings upon two weeks notice in writing to each person normally notified in order to carry on business of the Association. A special called meeting of the entire membership may be convened upon giving 30-days written notice to all general members of the Association. Such special called meetings shall first be approved by a majority of the Board of Directors during a meeting, or by a mail or telephone poll. If a mail or telephone poll is conducted, the individual responsible for that poll shall record in writing the results by name of individual and each person's vote, certify those results, and present that written record to the next Board of Directors meeting.

(3) In all meetings of the Board of Directors and the Association, Roberts Rules of Order shall govern the proceedings.

(4) The President, or individual presiding in place of, shall set the agenda for all meetings of the general membership and of the Board of Directors, and in case of controversy shall include any item requested to be on the agenda by five or more members of the Board of Directors.

## **SECTION 7: VOTING.**

Except as provided for in SECTION 9. ELECTIONS. and SECTION 15. AMENDMENTS., any motion or resolution coming before the association at the annual general meeting or any special meeting, may be approved by a majority voice vote or a majority show of hands, or a majority roll call voice vote, of those members present in good standing. The results shall be recorded by the Secretary.

(1) Each general member department shall be entitled to one vote on any matter coming before a general or special meeting of the Association. The twelve (12) voting Life Members also shall be entitled to one vote each.

(2) Associate Members shall not be entitled to vote.

(3) In order to offer member departments opportunity to take part in the voting at the annual business meeting when those departments are unable to have at least one member present at that meeting, proxy votes shall be permitted as follows:

(a) Proxy votes will be accepted from a county association when 100% of their members are members of this Association or from a group of members of this Association in a county where there is only partial membership in this Association. In rare instances, the term "group" used in the preceding sentence may be only one department.

(b) Preferably the group in each county would designate the same individual to vote the proxy; exceptions should be kept to a minimum.

(c) Preferably in every case, the individual to vote the proxy would be a person from the same county.

(d) No proxy vote will be honored for a department having one or more members at the meeting. If one person is present at the meeting that person shall vote their department's one vote; whether that person votes or not, the proxy holder shall not be entitled to vote for that department.

(e) The group or any department giving someone their proxy to vote may restrict how the individual shall vote by expressing that restriction in writing on the proxy above their signature. Conversely, they shall be permitted to give full proxy authority to the designated person who may vote as that person may see fit.

(f) Each dues-paid member department for whom proxy is given must be listed on the proxy or on a list firmly attached thereto. The proxy is to be signed by the county association president (chairman) if all departments in that association are included; otherwise, the proxy vote must be signed by the fire chief of each department giving authority for the proxy holder to vote.

(g) All proxy votes shall be called for three times by the presiding officer as the first agenda item following the opening ceremonies. Proxies must then immediately be presented, if not already done, to the Secretary to be checked against the membership rolls and to be held for filing. No proxy votes shall be accepted later in the meeting. No proxy vote will be accepted unless it is on the official proxy ballot furnished by this Association.

(h) The individual holding a proxy shall clearly state the number of departments who voted for and the number of departments who voted against each question when the proxy is voted.

(4) Any general member must have paid the current membership dues in order to be entitled to vote at the Association's annual meeting. Proxy votes may be voted only for those members whose dues are paid current at the time of the annual meeting.

## **SECTION 8. STANDING COMMITTEES.**

Immediately, or as soon as practical, after being elected, the President shall appoint the following standing committees which shall be composed of as many as the President may deem necessary.

(1) Membership Committee.

(2) Public Relations Committee.

(3) Legislative Committee.

(4) Joint Fire Council Members.

(5) AAVFD Representative to Forestry Steering Committee.

(6) There shall be an Audit and Budget Committee, which shall be composed of the members of the Board of Directors.

(7) There shall be a Relief Committee, composed of the President and the three Vice-Presidents, to act promptly when assistance to a firefighter, or relatives is indicated. Three of the four shall be a quorum with the decision made by phone (or in person) to expedite matters.

## **SECTION 9. ELECTIONS.**

Elections will be held at the annual meeting each year.

(1) At the first Board of Directors meeting of each calendar year, the President shall appoint a Nominating Committee whose purpose shall be to make recommendations to the general membership of nominees, who are willing to serve, for each of the six first-named offices in SECTION 5 of these By-Laws. The Nominating Committee shall be composed of not less than three individuals with one from each of the three areas specified in subparagraph (3) of SECTION 5 of these By-Laws (Vice-President's areas).

(2) The Nominating Committee shall present their recommendations in sufficient time for inclusion in the May issue of the Association's Newsletter. They shall announce again their recommendations to the general membership at the annual meeting. In addition to those recommendations, which shall become nominees, nominations from the floor also shall be accepted from any member in good standing PROVIDED that the nominee and the nominator both must be present at the annual meeting.

(3) The President shall appoint no less than a five (5) person committee to tabulate the results of any balloting. The committee shall consist of a chairperson to oversee the voting process, two (2) committee people to count and confirm each ballot, two (2) committee people to tabulate the results of the election and proposed amendments. The chairperson shall report the results of the election and proposed amendment change in accordance with the Roberts Rules of Order to the membership. The voting ballots, proposed amendment changes and all records of the voting process shall be presented to the Board Secretary for safe keeping until the next election at which time the Board Secretary shall destroy the ballots and voting records in the presence of not less than three (3) presiding officers.

## **SECTION 10. VACANCIES AND RESIGNATIONS.**

In the event of a vacancy occurring in the office of President, the First Vice-President will immediately assume all duties and authority of the vacant office and the Second Vice-President will immediately become the First Vice-President and the Third Vice-President will immediately become the Second Vice-President. The Board of Directors shall name an individual, from the area not represented by the other two Vice-Presidents, to be Third Vice-President for the unexpired term. All other vacancies occurring can be filled immediately by action of the Board of Directors.

## **SECTION 11. RESPONSIBILITIES OF OFFICERS AND COMMITTEES.**

a. President - The President shall be the official representative and spokesman for the Association and shall serve as Chairman of the Board of Directors. The President also shall preside at meetings of the Association and the Board of Directors and shall appoint all committees except the Audit and Budget Committee. The President shall sign all official papers executed by and on behalf of the Association as may be required and shall perform all such other duties as are normally required of his position.

b. Vice Presidents - In the absence or inability of the President to perform all of the duties of his office, the First Vice-President shall assume the duties of the President. In the absence of both, the Second Vice-President shall assume these duties; and, in his absence, the Third Vice-President shall assume those duties. Each of the three Vice-Presidents shall perform those duties in his area as necessary for the business and intent of this Association and each may be assigned duties extending beyond his own area by the President. Each Vice-President will maintain close working relationship with each District Director in his area.

c. Secretary - The Secretary shall attend all meetings of the Association and shall keep full minutes of the proceedings and actions taken at such meetings. Further, the Secretary shall issue meeting reports to any other interested parties as directed by the Board of Directors. All official records and documents of the Association shall be kept in the State Office of this Association. Upon expiration of term of office, the Secretary shall ensure that any official records and documents still in the custody of the Secretary are safely and securely sent to the State Office without delay. The Secretary also shall perform such other duties normally ascribed to the office of secretary or as may be directed by the Board of Directors.

d. Treasurer - The Treasurer shall be responsible for the collection of all monies, dues and fees due to the Association and shall keep an accurate and correct record of all disbursements on behalf of the Association. He shall, with the consent of the Board of Directors, select a bank or banks in which the funds of the Association shall be deposited subject to such safeguards as the Board of Directors may from time to time determine. All banking records will be balanced on a monthly basis and a financial report shall be submitted for each meeting of the Board of Directors. An annual financial statement will be prepared and submitted to the Association at the annual meeting. It also shall be the responsibility of the Treasurer to deliver the financial records of the Association to the President not less than one day prior to the annual meeting for the purpose of audit by the Audit and Budget Committee.

e. District Directors and Alternate District Directors shall act as liaison between the members of this Association in their district and shall perform such other duties as the Board of Directors may prescribe.

f. Board of Directors -

(1) The Board of Directors shall consist of the President, the three Vice-Presidents, the Secretary, the Treasurer, the Twenty (20) District and Alternate District Directors, the twelve (12) voting Life Members and one member appointed from the Alabama Forestry Commission.



(2) The Board of Directors shall transact the business of the Association. Members of the Board shall have one vote on matters coming before the Board of Directors. A simple majority shall constitute a quorum for the transaction of business at all meetings of the Board. The Board shall supervise and approve all expenditures of the Association and shall have authority to make and approve the reasonable allowances for expenses incurred by officers or members in the transaction of business on behalf of the Association.

(3) The Board of Directors also shall serve as the Audit and Budget Committee and is responsible for the preparation of the annual budget as recommended by the President. Upon approval by the Board of Directors at their last meeting prior to the annual general membership meeting, the budget for the ensuing year shall govern the expenditures of the Association. Not less than one day prior to the annual meeting, the Board shall meet and receive the financial reports for the previous year from the President for the purpose of audit. The results of said audit shall be presented to the annual meeting.

g. Standing Committees -

(1) Legislative Committee - It shall be the duty of the Legislative Committee to review all legislation that might affect the fire service whether state or federal. The committee also shall prepare committee reports and furnish copies of proposed legislation of interest to the membership.

(2) Public Relations Committee - The Public Relations Committee shall inform the public, and others as necessary, of activities related to this Association as appropriate; and, shall represent this Association at various functions when called upon to do so.

(3) Membership Committee - The Membership Committee shall be responsible for soliciting membership from the various fire departments in the State of Alabama; shall respond to inquiries concerning membership; and, shall maintain a list of the volunteer fire departments (and of our members) in the State. The Membership Committee will work closely with the Association Treasurer.

## **SECTION 12. PROHIBITING POLITICAL CAMPAIGNING.**

This Association shall NEVER participate in or intervene in the publishing or distribution of statements, nor otherwise participate in any political campaign on behalf of, or in opposition to, ANY candidate for public office. The aforesaid restrictions shall not be construed as to apply to the individual and private actions of individuals who may belong to member departments of this Association PROVIDED they do not state, imply, or make it appear they are representing this Association.

## **SECTION 13. DEPUTY DIRECTORS.**

Each County Association is requested and urged to select one individual, who may or may not be the County Association President, to be the Deputy Director for that county. It is intended to speed and ensure two-way flow of communications between the county and state associations. It does not establish new seats on the Board of Directors nor does it convey voting privileges on that Board.

## **SECTION 14. ADVERTISING.**

Any advertising for any part of the AAVFD cannot be solicited or handled by a professional or outside-the-AAVFD organization without prior approval of the Board of Directors. Further, that advertising in our Conference Programs generally shall come from within the AAVFD District where the conference will be held except for vendor advertising or advertising that has specific Board of Directors approval.

## **SECTION 15. AMENDMENTS.**

(1) All proposed amendments to these By-Laws shall be submitted to the President, in writing, at least sixty (60) days prior to the annual meeting. The President shall submit the proposed amendments, in writing, to all voting members at least twenty (20) days prior to the annual meeting. The proposed amendments may then come before the annual meeting and must be approved by at least a 2/3 majority of the votes cast by those members present and those members represented by proxy, in good standing, to become effective. Voting shall be by secret ballot. The results of any balloting shall be tabulated by a five (5) person committee appointed by the President. The results shall be reported to the Secretary for recording and the ballots remanded to his/her safe keeping until the annual meeting.

(2) The Board of Directors shall have the power to amend the Articles of Incorporation by a two-thirds (2/3) majority of the Board members present and voting.

## **SECTION 16. DISSOLUTION.**

The Directors shall have the power to terminate the existence of this Corporation upon the vote of a majority of the Directors in office. In the event of the dissolution of this Corporation, all of its remaining assets and property of every nature and description after the payment of all liabilities and obligations of this Corporation, but not including assets held by this Corporation upon a condition requiring return, transfer, or conveyance upon dissolution, shall be paid over and transferred to one or more corporations, societies, or organizations to be selected by the Board of Directors, which engage in activities similar to those of this Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future act).

## **SECTION 17. ADOPTION AND RATIFICATION.**

The above and foregoing By-Laws, constituted by the original By-Laws of this Association as adopted and ratified on August 8, 1981 and amended to the above and foregoing wording as adopted and ratified on August 9, 2014, now are the By-Laws of the Alabama Association of Volunteer Fire Departments, Incorporated.

IN WITNESS WHEREOF, the duly authorized officer of the Corporation with full authority does hereby execute said By-Laws for and on behalf of the Corporation on this the 9th day of August, 2014.

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Mike W. Green, President