

CONSTITUTION AND BY-LAWS OF
THE CAPITAL AREA FIRE
DISTRICTS ASSOCIATION INC.



Article 1 **NAME**

The name of this association shall be the Capital Area Fire Districts Association Inc.

Article 2 **PURPOSE**

The purpose of this Association shall be to further the management and administrative efficiencies of Fire Districts, Fire Protection Districts, Village Fire Departments, and Fire Associations to supply information, assistance, and training to member fire service organizations, to promote legislation favorable to the fire service, and to keep the public informed of the needs and activities of our member fire service organizations.

Article 3 **MEMBERSHIP 6/9/22**

The following shall be the *six (6)* classes of membership.

A **CLASS 1, REGULAR MEMBERSHIP.**

Shall be open to all Fire Districts within the Counties of Albany, Essex, Fulton, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie, Warren and Washington in the Capital Area as defined by Town Law. This membership in the Association shall extend to and included Fire District Commissioners, Fire District Secretary and or Treasurer, Deputy Secretary and or Treasurer and Fire District Counsel whose individual membership in the Association shall continue for and during the membership in the Association of any eligible Fire District.

B **CLASS 2, FIRE PROTECTION DISTRICT MEMBERSHIP.**

Shall be open to all Fire Protection Districts in the Capital Area that provide protection of residents and property of their municipality which is not furnished by a Fire District. This membership in the Association shall extend to and include the officers of their governing board and their Counsel.

C **CLASS 3, VILLAGE FIRE DEPARTMENT MEMBERSHIP.**

Shall be open to all Fire Village Fire Departments in the Capital Area that provide protection of residents and property of their municipality not furnished by a Fire District. This Membership in the Association shall extend to, and include the officers of their governing Board and their Counsel.

D **CLASS 4, ASSOCIATE MEMBERSHIP**

Shall be open to all Individuals who are interested in advancing Fire service management or administration, and open to other Regional or County Fire District Associations. This membership in the Capital Area Association shall extend to, and include the Member Association its Officers, Governing Board members and Legal Counsel.

ASSOCIATE MEMBERS SHALL

- 1) Have the privilege of attending meetings
- 2) Be eligible to serve on committees of the Association
- 3) Be eligible to vote.
- 4) Not be eligible to hold elected office

E) CLASS 5, HONORARY MEMBERSHIP

Shall be those individuals as may be elected to such membership by this Association at any general membership meeting.

- 1) Shall be non-voting members of the Association.

F) CLASS 6, EX-OFFICIO MEMBERSHIP

Shall be open to individuals who have held an elected or appointed Fire District Office for a minimum of ten (10) years. Ex-Officio members shall.

- 1) Have the privilege of attending meetings

- 2) Be eligible to serve as a voting member of the Board of Directors and committees of the Association
- 3) Be eligible to attend the annual installation banquet at the member's own expense or at the expense of their home fire district/organization
- 4) Be eligible to hold the office of Secretary or Treasurer or any appointed position
- 5) Not be required to pay dues annually
- 6) Not be required to be a current fire district officer
- 7) Not be eligible to hold the office of President, 1st or 2nd Vice President.

Article 4 OFFICERS

The qualification for holding elected office in this Association shall be that every officer, during their term of office must be a Fire District officer in a member organization.

The elected officers of this Association shall be President, 1st Vice President, 2nd Vice President and Board of Directors. The Secretary, Treasurer, Deputy Secretary and Deputy Treasurer shall be appointed by the consensus of the Board of Directors and the President.

All elected officials shall be elected annually at the *November* meeting, for the term of one year beginning January 1st of the next year and shall serve until their successors are elected and assume office. The terms of the office of President, 1st Vice President, 2nd Vice President and Board of Directors shall be unlimited.

Elected or appointed officers must attend a minimum of 3 meetings annually. If they are unable to attend they should consider stepping down or may be subject to removal by the full Board of Directors at which time the office shall be considered vacated and up for nomination.

Article 5 DUTIES OF OFFICERS

A. President:

- 1) Shall preside at all meetings of members, general or Directors, shall call special meetings of the members at their discretion or at the request of the Board of Directors.
- 2) Shall appoint members for all committees and shall be an ex-officio member of all committees.
- 3) May appoint a Sergeant-at-Arms and Chaplin. If appointed, the Chaplin is not required to be a member of any member organization.
- 4) The President or his/her designee shall be reimbursed for reasonable and justifiable expenses for the purpose of attending Fire District Officer's meetings representing this organization or any other event where the President or designee is representing the CAFDA. Invoices and receipts shall be provided for each event with an explanation of the event and why it was attended. Such justification and documents shall be provided to the Treasurer for payment and shall be reviewed by the Board of Directors at a regular Association meeting.

B. First Vice President:

Shall preside at all meetings of the members in the absence of the President and may be appointed by the President as the Chairman of the Board of Directors, and shall have other duties as delegated by the President.

C. Second Vice President:

In the absence of the President and 1st Vice President shall preside at meetings of the members, and in the absence of the 1st Vice President shall act as the Chairman of the Board of Directors.

The 2nd Vice President shall act as Program Chair, i.e. arrange for meeting locations, related speakers, and shall other such duties as are delegated by the President.

D. Secretary:

- 1) Shall keep all records of the Association and keep the minutes of all meetings as well as read all proposed amendments to the By-Laws submitted and shall act as the secretary to the Board of Directors conducting any and all necessary correspondence on behalf of this Association.
- 2) Shall send notice of all CAFDA meetings to member organizations, shall receive keep and maintain a file of Membership Forms of all members from each member organizations and have them available at each meeting.
- 3) The Secretary shall be paid a salary as determined by the Board of Directors.

E. Treasurer:

- 1) The Treasurer shall collect all dues and shall be the custodian of all funds of the Association, and shall keep all Association funds in such bank accounts as may be designated by the Board of Directors. The Treasurer shall send to all member organizations the Membership Forms and Dues Notice for membership, pay bills of the Association, keep accurate financial records of all transactions and shall present a brief report at each meeting. The Treasurer shall submit a detailed financial report to the Board of Directors at year's end, which is to be audited by the Auditing Committee and approved at the March general membership meeting. The Treasurer shall be bonded at the expense of the Association in the amount of \$50,000 and shall transfer money into and out of investment accounts upon approval of the Board of Directors.
- 2) The Treasurer shall be paid a salary as determined by the Board of Directors.

F. Deputy Secretary and Treasurer:

The Deputy Secretary shall act in the capacity of the Secretary in his/her absence.

The Deputy Treasurer shall act in the capacity of the Treasurer in his/her absence.

The Deputy Secretary and Treasurer shall be paid at a rate determined by the Board of Directors for only services rendered.

G. Secretary/Treasurer:

The President and Board of Directors may recommend to the membership who to appoint as Secretary/Treasurer.

H. Sergeant of Arms:

If appointed by the President shall be the custodian of the Association banner, which shall be displayed as appropriate at meetings and gatherings, shall lead the Pledge to the Flag at meetings and conduct any raffle as appropriate.

I. Chaplain:

If appointed by the President, shall lead the invocation at meetings and gatherings as appropriate and shall conduct the memorial service with the assistance of the 2nd Vice President at the Installation Banquet, including arranging for all necessary supplies.

Article 6 BOARD OF DIRECTORS

- A. The Board of Directors shall consist of seven (7) active members of the Association. They shall include the 1st Vice President, 2nd Vice president, and five (5) additional active members who are not officers. The terms of these five directors shall be one year as per Article IV.
- B. The Board of the Directors shall carry out the purposes of the Association's which is information, education and legislative support.
- C. It shall be the duty of the directors to act on any and all matters of this Association's business and financial matters between meetings on behalf of the *member organizations*, and to change the date or place of meetings or special events with notice to the members given at least 14 days before the date of such meeting or event.
- D. The Directors shall have the power to hold meetings, carry on correspondence, and to devise and execute any measures they deem proper and expedient to promote the objectives of the Association and to best protect the interests and welfare of our member fire service organizations.
- E. The Directors shall report of *any* actions or correspondences taken or sent out at *the next meeting*.

Article 7 VOTING RIGHTS AND MANNER OF ELECTIONS 6/9/22

- A. Each Fire District, Fire Protection District, Village Fire Department, Associate Member and Associate Member Association (referred to as a member organization) shall have one vote per organization on all matters.
- B. At the October meeting of the Association a call for nominations for the office of President, 1st Vice President, 2nd Vice President and Board of Directors.
- C. The election of officers of this Association shall be made from eligible persons who are from dues paying organizations of the Association, and/or from candidates submitted in writing by any eligible voting member organizations and received by the Secretary by the October meeting of each year immediately preceding the intended year to be served. The Board of Directors and the President may recommend a slate of Officers to be presented on a ballot to member organizations eligible to vote.
- D. The election of officers shall be held at the November meeting of the Association.
- E. If there is more than one nomination for any office to be filled at the November meeting, voting shall be by secret ballot with each member organization in attendance having one vote. If there is only one nomination for each office to be filled, the election may be by voice vote authorizing the Secretary to cast a single ballot for the person nominated for each office.
- F. Each Fire District, Fire Protection District, and Village Fire Department shall have one vote per organization in the matter of elections.
- G. On matters voted upon by the Board of Directors, each officer shall have one vote.

Article 8 STANDING COMMITTEES

- A. **Education;** shall seek out and arrange for educational opportunities for the membership. The committee shall arrange for instructors, venue, logistics, certificates, audio/video and publicity for such events.
- B. **Finance;** shall be responsible for submission of the budget to the Board of Directors in November and presentation of the budget to the General Membership for approval at the January meeting and shall audit the Treasurer's books after the January meeting and present the results to the General Membership at the March meeting.

- C. **Installation Banquet;** shall make all arrangements for the Annual Banquet; shall arrange for a speaker if desired; the Secretary shall invite Presidents and spouses of Fire Districts Associations, Past Presidents and spouses and arrange for a program. The committee shall also insure that all appropriate arrangements have been completed for the conduct of a memorial service.
- E. **By-Laws;** shall keep the By-Laws updated, shall review the by-laws annually, review all proposed changes, make recommendations for amendments to the Directors and Officers, and shall act in an advisory capacity in any disputes involving the by-laws.
- F. **Membership;** shall work with the Secretary, Board of Directors and the Media Relations Committee to secure the greatest possible number of eligible fire service organizations within the Counties served by this Association to be members.
- G. **Media Relations;** shall arrange for publicity of activities of the Association upon review by the President and shall include maintenance of the Association's website and shall serve as a repository of documents relating to the organization.
- H. **Legislation;** Shall report to the Association on new and current legislation or legislative updates and changes from National, State, and Counties on fire laws or legislative activities.
- I. **Special Activities;** shall be key in assisting with activities where the Capital Area Fire Districts Association is interacting with the State Association or with other Fire District Associations. Members of this committee shall provide support and assistance in the conduct of activities in which members of this Association are participating such as State Conferences and Workshops, or Regional activities.
- J. **Executive Board;** shall consist of President, 1st Vice President, 2nd Vice President and Board of Directors.

Article 9 VACANCIES IN ELECTED OFFICES OR COMMITTEES

- A. A vacancy in any office (or committee) shall occur upon death or resignation, or upon the incumbent ceasing to be an officer of a member Fire District or lapse of membership of a Fire District with which an Officer (or Committee member) is associated. A vacancy of an office shall be created when an Officer fails to attend 80% of the general membership and Director meetings of this Association.
 - 1) A vacancy in the office of President shall be filled by the First Vice-President for the remainder of the unexpired term.
 - 2) A vacancy in the office First Vice President shall be filled by the Second Vice-President for the remainder of the unexpired term.
 - 3) A vacancy in the office of Second Vice-President shall be appointed by the Board of Directors for the remainder of the unexpired term.
 - 4) A vacancy in the office of Board of Director shall be appointed by the Board of Directors for the remainder of the unexpired term.
 - 5) A vacancy on any committee shall be filled by appointment by the President.

Article 10 MEETINGS

- A. Meetings shall be set by the General Membership at the January meeting. All meetings shall be open to representatives of the member organizations.
- B. Nominations for Officers shall be held at the October meeting.
- C. Election of officers shall be held at the November meeting.
- D. Additional meetings shall be scheduled as determined by the Board of Directors and Executive Board.
- E. Special meetings of the membership shall be held at any time when called by a vote of the Board of Directors or at the discretion of the President.

- F. Meetings shall be held at a location determined by the Board of Directors and shall be announced by mail, email or any other acceptable means to members entitled to receive said notice.
- G. The attendance at a meeting of 7 members from dues paying member organizations, and 2 officers will constitute a quorum.
- H. A Board of Directors meeting, a quorum shall consist of at least five Directors.
- I. Each host fire district shall receive an amount, if required, to defray expenses of refreshments at its meeting by a vote of the Board of Directors.
- J. The following persons shall be eligible to attend general membership meetings;
 - 1) Any duly elected or appointed commissioner, secretary, treasurer or any other officer of said member Fire District and its duly appointed counsel.
 - 2) Any duly appointed or elected representative from a member fire service organization
 All such persons shall be entitled to enter into discussions, to propose resolutions and propose changes to the by-laws or to second such resolutions at such meetings.
- K. Roberts Rules of Order shall govern and control the conduct of all meetings of this Association or any duly appointed committee, where they are not in conflict with the provisions of the By-Laws.

Article 11 RULES OF PROCEDURE FOR MEETINGS

The order of business at meetings shall be as follows, (omit any items not pertinent)

- 1- Call meeting to order
- 2- Pledge to the Flag
- 3- Roll Call & Poll for Quorum
- 4- President’s Welcome
- 5- Approval of Meeting Minutes
- 6- Secretary Report
- 7- Treasurer’s Report
- 8- Attorney’s Report
- 9- President - 1st Vice President - 2nd Vice President Report
- 10- Board of Directors Report
- 11- Committee Reports
- 12- County Reports
- 13- Report of State Directors
- 14- Old Business
- 15- Nominations (October) and Election of Officers (November)
- 16- New Business
- 17- Adjournment

Article 12 DUES 6/9/22

The yearly membership dues (January 1st to December 31st) shall be as follows and shall be based on the annual budget of the Fire District/Organization;

Annual budgets up to and including \$200,000	\$50
Annual budgets more than \$200,001 up to and including \$400,000	\$100
Annual budgets more than \$400,001 up to and including \$600,000	\$200
Annual budgets more than \$600,000	\$300

Scheduled to take effect January 2023.

Regional or County Fire District Association	\$300.00
Business Sponsors shall be assessed an annual membership fee of	\$100.00
Associate members shall be assessed an annual membership fee of	\$50.00.

Article 13 BENEVOLENT POLICY

- A. The Secretary shall, in the case of illness or hospitalization of an active member, send an appropriate greeting in the name of the Association.
- B. The Secretary and Treasurer shall upon the death of a past member, active member or spouse of an active member, send a sympathy card or in the case of the death of an active member send an appropriate expression of sympathy or donation to the organization indicated by the family in an amount not to exceed \$75.00. One or more Association Officers or Directors shall attend the wake or funeral service to represent the Association.

Article 14 BUSINESS PARTNER

A Business Partner for the Capital Area Fire Districts Association allows general businesses, *equipment* manufacturers, fire equipment dealers, apparatus fabricators, fire protection systems dealers, equipment service companies, insurance and risk management agencies and individuals of interest, etc., to join the Association.

- 1) A onetime application fee of \$100.00 payable each January thereafter.
- 2) The Association will, to the best of its ability, provide networking opportunities with all of its members, including other Business Partners.
- 3) Attendance at bi monthly meetings is permitted, without voting rights. Attendees may briefly address the group upon request.
- 4) Member organization contact information shall be supplied upon request.
- 5) When possible, the Business Partner will be allowed to display products and information at our training seminars. However, the display cannot detract from the educational venue, which is of the highest priority.
- 6) During our bi-annual training. Business Partners will be given time to make a 5 minute presentation to the attendees in between scheduled presentations. This must be conducted in an educational manner, with professionalism towards other business partners. Attendees will have the opportunity to meet off line with business partners for Q&A so as not to take up training time.
- 7) The Business Partner will be provided an ad on the Capital Area website with a link to their website.

ARTICLE 15 AMENDMENTS

- A. Any amendments to this Constitution and By-Laws shall be delivered to the Secretary which shall be read under the title of "New Business" at the first meeting after delivery. The notice of the next meeting shall contain information as to each By-Law that is proposed to be amended.
- B A two-thirds vote of those authorized to cast ballots present and voting at the next general membership meeting shall be required to approve said amendment(s) which shall take effect immediately.

Adopted: November 10, 2012

Revised: July 14, 2016

Revised: September 8, 2016

Revised: November 9, 2017

Revised: March 8, 2018

Revised: February 14, 2019

Revised: March 10, 2022

Revised: June 9, 2022

Revised: June 8, 2023

Revised: September 14, 2023