

# ROGUE VALLEY FIRE CHIEFS ASSOCIATION

<b>Document:</b>	<b>RVFCA By-Laws</b>
<b>Section &amp; #:</b>	Organizational Policies #1.01
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## **ARTICLE I** **ASSOCIATION**

### **Section 1**

The name of this organization shall be the “Rogue Valley Fire Chiefs Association”.

### **Section 2**

Reference in these By-Laws to “Association” shall refer to the Association as set forth in Section 1 above.

### **Section 3**

This Association, its officers, representatives, and members shall recognize, observe, and be bound by the provisions of these By-Laws.

### **Section 4**

The certified mailing address is 8383 Agate Road White City, OR 97503.

The Association will maintain a checking account for finances. The current President, Vice President and Secretary/Treasurer of the group will serve as authorized signers.

## **ARTICLE II** **MISSION**

The Rogue Valley Fire Chiefs Association exists to provide leadership, education, and support to the Chief Officers of Josephine and Jackson County fire departments by fostering a strong collaboration among federal, state, regional and local fire and emergency services resources.

## **ARTICLE III** **MEMBERSHIP**

### **Section 1**

The individual memberships of the Rogue Valley Fire Chiefs shall consist of:

**1. Regular Membership** - A Regular Member is a Fire/Rescue, Wildland, Emergency Medical Service Provider or Emergency Management within Jackson or Josephine Counties, Public or Private, for profit or non-profit.

- a. Each Member agency may appoint one (1) or more representatives; however, each member agency shall only receive one (1) vote on association business.
  - b. May serve on committees and/or executive board.
  - c. Must pay dues.
- 2. Advisory Membership** - Other governmental or non-profit organizations that have common interests with RVFCA. (Examples: Dispatch Centers, DPPST, OSFM, County Health, DEQ, etc.).
- a. Advisory membership agencies may appoint one or more representatives (advisors).
  - b. Advisors may serve on committees.
  - c. Advisors may not serve on the executive board.
  - d. Advisors do not have voting privileges.
  - e. Advisory Members are exempt from dues.
- 3. Life Membership** – Individuals retiring or separating employment from an Association agency are eligible for life membership upon meeting set criteria and so voted by the Association members, by virtue of their contribution to the Association.
- a. Candidates for life membership should have: 1) been active in the Rogue Valley Fire Chiefs Association for at least ten years as a representative of a Regular Membership or Advisory Membership organization and 2) participated in committee work and special projects at both the local and statewide levels.
  - b. Life Members may serve on committees
  - c. Life Members may not serve on the executive board.
  - d. Life Members do not have voting privileges
  - e. Life Members are exempt from dues.
- 4. Honorary Membership** – For meritorious service to this Association or for distinguished public service, persons may be elected honorary members by a majority vote. Honorary members shall not pay dues or other charges and shall

have no voice or vote in the Association. Such membership may be revoked for cause.

## **Section 2**

Maintenance of Good Standing – Membership in good standing includes any member who has fulfilled the requirements for membership in this Association and who has not voluntarily withdrawn or become ineligible for continued membership.

## **Section 3**

Delinquent Members – Members who fail to pay their dues or assessments within the periods prescribed by the By-Laws shall be notified by the Secretary/Treasurer that they are delinquent and will be automatically suspended and lose their good standing if payment is not made within 30 days following notification. Delinquent and suspended members are not entitled to voice or vote in the affairs of the Association. Upon receipt of payment of delinquent dues or assessments, the member will be reinstated.

## **ARTICLE IV** **MEETINGS**

### **Section 1**

Annual meetings of this Association shall be held on the third Tuesday in December of each year. Regular monthly meetings of this Association shall be established by the members.

### **Section 2**

Special meetings may be called by the President or by vote of the majority of the Executive Board. All members in good standing shall be notified of such special meetings at least five (5) days prior to the same. Notification shall state the business to be considered at the meeting.

### **Section 3**

A quorum for any meeting of this Association, either regular or special, shall constitute at least five (5) members in good standing being present, representing at least three (3) different fire service agencies.

### **Section 4**

Roberts Rules of Order shall govern the meeting of this Association in all cases not in conflict with the By-Laws.

## **Section 5**

It shall be the policy of the Rogue Valley Fire Chiefs Association to prohibit presentations and programs at Association meetings that do not meet the following criteria:

1. Involve issues and content that are of central interest to the work of the Association, its member organizations and/or Oregon fire service at large.
2. Involve the promotion of a political candidate or measure that directly benefits the work and/or interest of the Association as defined by the Executive Board.

## **ARTICLE V** **OFFICERS AND ELECTIONS**

### **Section 1**

The officers of the Association shall consist of a President, Vice-President and Secretary/Treasurer, who shall hold office for one (1) year or until the election and installation of their successors.

### **Section 2**

Eligibility for Office – Any Active member in good standing, as defined in Article 2, Section 1, shall be eligible to serve or to be a candidate for office on this Association.

### **Section 3**

Nomination and Election – Nomination of officers shall be taken at the November and December meetings. Election shall transpire at the annual meeting in December with the new officers taking office in January each year.

### **Section 4**

Election Records – Records of an election shall be preserved by the Secretary/Treasurer for one (1) year following such election.

### **Section 5**

Vacancies in Office – When an office, other than President, becomes vacant by reason of death, resignation, or failure to maintain good standing, the Executive Board shall

appoint a successor no later than 30 days from the date the office is vacant to fill the unexpired term. Should an unexpected vacancy occur in the Presidency, the Vice-President shall finish the term of office.

## **ARTICLE VI** **DUTIES OF OFFICERS**

### **Section 1**

It shall be the duty of the President to serve as the official spokesman and executive head of the Association. He/she shall preside at all meetings of the Association and at meetings of the Executive Board. He/she shall be an ex-officio member of all committees and shall appoint such committees as may be deemed appropriate and such special committees as may be authorized by the Association.

He/she shall be authorized to sign all checks lawfully drawn. He/she shall enforce strict observance of the By-Laws of this Association. He/she shall have general supervision of activities of the other officers and chairmen of committees. The President shall discharge on behalf of the Association, such duties as may be imposed upon him/her by applicable law including the execution and filing of any reports to Federal or State authorities and he/she shall cause to be maintained by the Association, such reports as the law requires to be kept in support of the reports filed by it.

The President's signature shall still appear on correspondence that reflects the position of this Association in political or legislative matters. This shall not be construed to limit the activities of the committees of the Association.

### **Section 2**

The Vice-President shall assist the President in such a manner as the President may determine. In the absence of the President, he/she shall preside at meetings of the Association and of the Executive Board. He/she shall be authorized to sign all checks lawfully drawn.

### **Section 3**

The Secretary/Treasurer shall have custody of all documents, records, books, funds, and papers belonging to the Association. He/she shall keep an accurate record of the meetings of the Association, and of the Executive Board, of which he/she shall be the Secretary. He/she shall attest all official documents with his signature. He/she shall conduct the correspondence of the Association promptly. He/she shall maintain the official list of members in good standing, which shall be kept accurately and on a current basis. The Secretary/Treasurer shall discharge on behalf of the Association such duties

as may be imposed upon him/her by applicable law including the execution and filing of any reports of Federal and State authorities, and he/she shall cause to be maintained by the Association such records as the law requires to be kept in support of reports filed by it.

The Secretary/Treasurer shall receive all money due the Association, from whatever source, and shall be authorized to sign all checks lawfully drawn. He/she shall maintain and keep current, a record of members from their dues, payments, assessments, and all financial transactions promptly and accurately entered. He/she shall be prepared to exhibit receipts and vouchers upon audit of the books. The Executive Board shall cause the books to be audited no later than the annual meeting each year.

#### **Section 4**

If any Officer of the Executive Board brings discredit on the association or fire services, he/she may be removed from office by a majority vote of the Association and the vacancy filled as stated above.

### **ARTICLE VII EXECUTIVE BOARD**

#### **Section 1**

The Executive Board shall consist of the President, Vice-President, Secretary/Treasurer, the Jackson County Fire Defense Board Chief, and the Josephine County Fire Defense Board Chief. It shall be the duty of the Executive Board to exercise general supervision and control of the invested funds and property of the Association. It shall have the authority to act in the name of the Association during intervals between meetings. Such acts may be subject to confirmation by the membership at the next meeting of the Association. It shall meet at the call of the President or on call of a majority of its members. A majority shall constitute a quorum.

### **ARTICLE VIII DUES**

#### **Section 1**

Dues shall be determined annually at the December meeting by a majority vote of the members present and voting. Such action shall set the dues for the following calendar year.

## **Section 2**

Assessments may be made only in the following manner: each agency in good standing shall be notified at least five (5) days in advance of the date on which a vote for an assessment is to occur. The proposed assessment shall become effective upon a majority vote of the members in good standing, present and voting at a regular or special meeting.

## **Section 3**

Any active member requiring an adjustment of assessed dues during a given year, may be granted such adjustment by a majority vote of the members in good standing, present and voting at a regular or special meeting.

## **ARTICLE IX AMENDMENTS**

### **Section 1**

The Articles of these By-Laws may be amended by a majority vote of the members from the official list of members in good standing.

### **Section 2**

All amendments to these By-Laws shall be submitted in writing at a regular meeting to be voted upon at the following regular meeting.

## **ARTICLE X POLICIES & GUIDELINES**

### **Section 1**

Any member, committee or association may submit drafts of new Policies or Guidelines in writing at a regular meeting to be voted upon at the following regular meeting. Drafts must be related to the business of the Association and reflect its mission and purpose.

### **Section 2**

The review of existing Policies or Guidelines may be assigned annually or as needed for the purpose of updating to meet current practices. Completed revisions shall be submitted in accordance with Section 1 above.

## **ARTICLE XI EXEMPTION STATEMENT**

## **SECTION 1: Purpose**

The Rogue Valley Fire Chiefs Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, as the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **SECTION 2: Use of Funds**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to the furtherance of the Association's purposes set forth in the purpose clause hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contribution to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **SECTION 3: Dissolution**

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Association is then located, exclusively for such purposes of such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII** **CONFLICT OF INTEREST POLICY**

### **SECTION 1: Purpose**



The purpose of the conflict of interest policy is to protect the interest of the Rogue Valley Fire Chiefs Association, a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the Association, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **SECTION 2: Definitions**

1. Interested Person: Any officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a) An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
  - b) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
  - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A conflict of interest exists only if the Association's officers or appointed committee decides that a conflict of interest exists.

## **SECTION 3: Procedures**

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Association's officers and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Association's officers or committee meeting while the

determination of a conflict of interest is discussed and voted upon. The remaining officers or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest:

- a. An interested person may make a presentation at a regular Association meeting or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The president of the Association, or his or her designated appointee, or an appointed committee, shall investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Association's officers shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Association's officers shall determine by a majority vote of the disinterested members of the Association whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 4. Violations of the Conflicts of Interest Policy

- a. If the Association's officers or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Association's officers or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **SECTION 4: Records of Proceedings**

The minutes of the Association's officers and all committees with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the officers' or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **SECTION 5: Compensation**

1. A voting member of the Association who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Association's officers or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **SECTION 6: Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Association is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **SECTION 7: Periodic Reviews**

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **SECTION 8: Use of Outside Experts**

When conducting the periodic reviews as provided for in Section VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **ARTICLE XIII ASSOCIATION SUB-SECTIONS**

The Rogue Valley Fire Chiefs Association will maintain the following Sub-Sections for the purpose of coordination, collaboration, and staying proactive in their specific focus areas. Sub-sections will make recommendations to the Rogue Valley Fire Chiefs Board of Directors as needed. Each Section will identify a primary representative that will coordinate the sub-section and make monthly reports to the Rogue Valley Fire Chiefs Board of Directors.

#### **OPERATIONS SECTION:**

The Operations Section of the RVFCA will have the mission of working through operational issues assigned by the RVFCA Board of Directors and bringing recommendations to the RVFCA Board of Directors. This section will work to coordinate model operational guidelines to ensure the most efficient delivery of services among RVFCA agencies.

#### **TRAINING SECTION (RITA):**

The Rogue Interagency Training Association (RITA) was developed to support the Rogue Valley Fire Chiefs Association (RVFCA) and local Fire and EMS

agencies. RITA's mission is to provide quality training to the Southern Oregon Region, utilizing local talent when practical and minimizing cost to departments and individuals.

**PREVENTION SECTION (RVFPC, SOFCO):**

The Prevention Section of the RVFCA, formally organized as the Rogue Valley Fire Prevention Co-op (RVFPC) and the Southern Oregon Fire Code Officials (SOFCO) will have the mission of advocating on fire prevention issues on behalf of the RVFCA member agencies. This section will communicate with the RVFCA membership on areas relating to fire prevention issues and provide recommendations to the membership on issues affecting member agencies.

**EMS SECTION:**

The mission of the EMS Section is to promote EMS within the fire service, assist the RVFCA on local and state-wide EMS issues, and to provide fire-based EMS with a voice. The section will communicate with RVFCA membership on areas relating to EMS issues and provide recommendations to the membership on issues affecting member agencies. The section will work closely with local stakeholders such as Jackson & Josephine Counties, Supervising Physicians, private transport agencies, and local hospitals and medical providers. The primary purpose of the Sub-Committee will be to represent member fire departments as a critical piece of the EMS system in Jackson and Josephine Counties.