

THE MARITIME FIRE CHIEFS' ASSOCIATION BY-LAWS

ARTICLE I - MEMBERSHIP

Section 1

The membership of the Association shall be composed of Active Members, Retired Members Life Members, and Honourary Members.

Section 2 Active Members

Active members of a fire department or brigade who have paid their dues to the association and all those persons who were active members of The Maritime Fire Chiefs' Association as of July 14, 2019 shall be eligible for membership in the Association as Active Members.

Section 3 Retired Members

Any member leaving a position which qualified that person for Active membership shall be eligible for membership in the Association as a Retired Member, provided they have been an Active member for five (5) consecutive years and attended (two) 2 annual meetings

Section 4 Life Members

- a) A member retiring from the office of President who has served the Association shall be granted a Life Membership in the Association.
- b) Any Active or Retired Member who has served in any capacity other than that of President shall be eligible to become a Life Member, if nominated, and the motion is carried by a two-thirds majority vote of the members present and qualified to vote at any annual meeting of the Association.

(I) Any member wishing to nominate a member for this honour shall submit the name first to the Board of Directors for its recommendation.

(II) Any member so honoured shall receive suitably worded commemoration from the Association.

Section 5 Honourary Members

Any person who has served the Association or the fire service with honour and distinction may be appointed a Honourary Member if such appointment is recommended by the Board of Directors and approved by majority vote of members present and qualified to vote at an annual meeting.

ARTICLE II - RIGHTS AND PRIVILEGES OF MEMBERSHIP

Section 1

An Active Member in good standing shall have full membership rights and privileges including the right to vote on all matters and issues when in attendance at the annual meeting.

Section 2

A Retired Member shall have all the rights and privileges of an Active Member except the right to vote.

Section 3

Life Members shall have all the rights and privileges of their former category at the time of becoming a Life member, including the right to vote.

Section 4

Resignation - Any member may withdraw from the Association upon tendering a written resignation to the Board, and such resignation shall become effective thirty days after receipt by the Board.

Section 5

Expulsion - Any member may be expelled from the Association on the recommendation of the Board of Directors and approved by majority vote of members who are present and qualified to vote at an annual or special meeting of the Association.

Section 6

The Board of Directors may, upon recommendation of the Honours Committee, present a suitable award recognizing special service to the association.

Section 7

Long Service Awards - Any member who has been a member in good standing for 25 years will receive a certificate from the Association.

ARTICLE III - MEETINGS OF MEMBERS

Section 1 Annual Meeting

The Association shall meet annually at such place as the Board of Directors decides. The Board of Directors shall retain the power to change the date and location of the annual meeting.

Section 2 Special Meetings

A special meeting of the members of the Association may be held at any time

- a) Upon a resolution of the Board of Directors,
- b) At the call of the President with concurrence of a majority of the Board of Directors,
- c) By a resolution signed by a minimum of thirty (30) Active Members of the Association.

Section 3 Notice

Notice of the annual and any special meetings shall be given to each member of the Association by letter, fax, or other electronic communication, and posting on the association website at least seven days prior to the date of holding such meeting. Calls for special meetings shall specify the time and purpose thereof.

Section 4 Voting

All Active Members shall be entitled to vote at the meetings of the Association. Election of officers shall be conducted by ballot; all other votes shall be by show of voting credentials at the call of the Chair.

Section 5 Quorum

Twenty-five voting members of the Association present at any annual or special meeting shall constitute a quorum for the transaction of business.

ARTICLE IV - OFFICERS

Section 1 Elected Officers

The elected Officers of the Association shall be the President, First Vice-President, Second Vice-President, and Sergeant-at-Arms.

Section 2 Eligibility

To be eligible for elected office, one shall be defined as an Active Member and be an active Chief Officer, Captain or Lieutenant within a fire department or brigade, within the four Atlantic provinces. The MFCA officers shall be elected at the annual meeting of the Association.

Section 3 President

The President shall preside at all meetings of the Association and at all meetings of the Board of Directors and shall preserve order and see that the business of the Association is properly conducted. The President shall ensure the appointment of all committees and appoint all delegates to other meetings not otherwise provided for; perform such other duties as may be incidental to the office; and be an "ex officio" member of all committees. The President may designate the 1st or 2nd Vice-President or both to share the duties of chairing the annual meeting or any special meeting.

Section 4 First Vice-President

The First Vice-President shall assist the President and other elected officers in carrying out the business of the Association and, in the absence or disability of the President, shall possess all the powers and perform all the duties of the office of the President.

Section 5 Second Vice-President

It shall be the duty of the Second Vice-President to assist the President and other elected officers in carrying out the business of the Association.

Section 6 Sergeant-at-Arms

It shall be the duty of the Sergeant-at-Arms to secure prompt attendance of members at the annual meeting and establish favourable meeting conditions and carry out such duties as the Chair may request in maintaining order.

ARTICLE V - ELECTION OF OFFICERS

Section 1

Any Active Member in good standing holding the rank of Chief Officer, Captain or Lieutenant in a fire department or brigade within the four Atlantic Provinces shall be eligible to be an elected officer of the association.

Section 2

No member shall be eligible to serve as an elected officer for more than two (2) consecutive one (1) year terms in the same position.

Section 3

The Nominating Committee shall present a slate of officers to the annual meeting as the last item on the business agenda on the first business session of the annual meeting; nominations from the floor shall be the first item of business on the second business session of the annual meeting. The Nominating Committee chair or designate shall request the meeting three times for nominations from the floor. No member absent from the meeting shall be nominated to hold office unless the nominee's acceptance of the nomination in writing is presented to the Association at the time of nomination. No nominations will be considered once the meeting moves to the next item on the business agenda.

Section 4

The annual election of officers shall take place by secret ballot during the last business session of the annual meeting

Section 5

In order to be elected, the candidate must receive a majority of votes cast; in the event that there is no majority on the first ballot, the candidate with the fewest votes shall be dropped from the ballot and a further vote will be held. This shall continue until one candidate receives a majority of votes cast.

Section 6

The Voting and Credentials Committee shall supervise the election. The committee will ensure that only those with appropriate credentials receive a ballot; provide a suitable location for voting to insure secrecy; count the ballots cast; and finally, report the results to the membership; giving total number of people eligible to vote, total number of people who voted, and the name of the elected candidate.

Section 7

Each candidate may appoint a scrutineer to attend the counting of ballots.

Section 8

The newly elected officers shall be installed at the end of the last business session or suitable time thereafter at which time they will take their pledge of office, which shall be in the following form:

"I promise to perform the duties of my office as prescribed by the By-laws of the Maritime Fire Chiefs' Association to the best of my abilities.

I will deliver to my successor in office all books, papers and other property of the Association that may be in my possession at the close of the official term. I will also deliver all property of The Maritime Fire Chiefs' Association to the President on demand."

ARTICLE VI - BOARD OF DIRECTORS (THE BOARD)

Section 1

The Board of Directors shall consist of the President, 1st Vice-President, 2nd Vice-President, Provincial Directors, Sergeant-at-Arms, and the immediate Past President. The Secretary/Treasurer/Executive Director is a non-voting member of the Board.

Section 2

The business and property of the Association shall be managed by the Board, which shall serve until the election and qualification of its successor.

Section 3

Vacancy - Any vacancy occurring in the Board by reason of the resignation, ineligibility, removal or inability to act on the part of any Director may be filled before the unexpired term by the majority vote of the remaining members of the Board.

Section 4

The President or a majority of the Board may call a special meeting of the Board at any time and a majority of the members of the Board shall constitute a quorum for the transaction of business.

Section 5

The interim management of the Association between meetings of the Board may be conducted by mail, fax, e-mail, or other electronic communication. Records of such business shall be preserved until the next Board or annual meeting.

Section 6

The Board shall enact such rules for the government of the Association as it may deem expedient, not inconsistent with these By-laws.

Section 7

Secretary - Shall be responsible for recording minutes of all meetings of the members and Board; shall distribute same in accordance with the wishes of the membership, or as may be directed by the Board; shall file with the Registry of Joint Stock Companies of Nova Scotia all information as may be required to maintain our legal standing as an Association; shall report to the Board all things that come to the Secretary's attention regarding the Association that may in any way affect the operation of the Association; shall assist with the arrangements for an annual meeting; shall assist in the preparation of the program and do all things requested by the Board to ensure the success of the Annual Meeting; shall arrange Board meetings as requested; shall advise those persons requested to be in attendance and arrange all details required for the successful conduct of the meeting; shall report once yearly to the membership on activities; shall record and have published the annual minutes and reports; shall transfer monies in the hands of the Secretary to the Treasurer as soon as convenient. For services rendered, the Secretary may be paid an honorarium as shall be determined from time to time by the Board. The Board shall appoint the Secretary.

Section 8

Treasurer - Shall have the custody of and be responsible for the monies and funds of the Association; shall collect all monies belonging to the Association from all sources; maintain accurate records and accounts in books belonging to the Association; shall insure that all expenditures are duly authorized and are evidenced by proper receipts and vouchers; shall deposit all monies of the Association in banks and trust companies as may be designated by the Board; pay by cheque any account or refund authorized by the Board. For services rendered, the Treasurer may be paid an honorarium as shall be determined from time to time by the Board. The Board shall appoint the Treasurer.

Section 9

The positions of Secretary and Treasurer may be combined by appointment of an Executive Director who shall fulfill the duties of both offices and any other duties assigned by the Board of Directors

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Section 10

Provincial Directors - Shall represent their province as an active member of their Provincial Fire Chiefs' or Firefighters' Organization and be nominated to represent their association on the Board of MFCA. They must be an Active member of this Association.

The Director elected from each Province will be responsible to promote all activities of this Association within that Province.

ARTICLE VII - FINANCES

Section 1 Dues

- a) Each Active and Retired Member of the Association shall pay annual dues to the Association and shall become due and payable upon receipt of invoice. Any member

whose dues remain outstanding one year shall be dropped from membership and shall forfeit any rights they may have had to any benefits of this Association. No dues shall be payable by Honourary or Life Members.

- b) Receipts for payment of dues are available upon request.
- c) Dues amount shall be determined by the Executive based on the budget requirements.

Section 2 Voting Delegates

Voting delegates shall be Active Members of the Association who have their current dues paid prior to the start of the annual meeting or Life Members. A list of paid up members will be forwarded to the Voting and Credentials committee, so that appropriate voting credentials can be prepared. Upon registration at the annual meeting, each eligible voting member will receive a voting card

Section 3 Auditor

The Board of Directors may appoint and remunerate an auditor. The auditor shall have the right of access at all times to all books, records, documents, accounts and vouchers of the Association for the purpose of examining same and shall be requested to submit a report before the close of the annual meeting. The auditor shall be entitled to require from the Board such information and explanation necessary to make a complete financial record of the Association. The auditor shall perform such other duties as the Board may direct.

Section 4 Fidelity Bond

The Board may direct the Treasurer and other officers or employees of the Association to secure from a guarantee company a bond of fidelity or other appropriate security for an amount approved by the Board and at the expense of the Association.

Section 5 Mortuary Fund

5.1 The Association shall maintain an investment fund to be known as the Mortuary Fund, to provide a death benefit to the spouse of a deceased member, as defined in Art VII, Section 5.4, or to such other beneficiary as may have been designated by the said deceased member or to the estate.

5.2 The monies in this fund shall be maintained in a Guaranteed Investment Certificate(s) or as otherwise directed by the Board on recommendation of the Finance Committee.

5.3 The amount shall be maintained at a level sufficient to meet the liabilities of the fund, with interest paid to the operating funds of the Association.

5.4 A member who has been an Active Member for 5 consecutive years and attended two annual meetings, and maintains a membership in the Association, shall be entitled to a death benefit, the amount of which to be determined by the membership on recommendation of the Finance Committee, such amount to be effective for the next fiscal year.

5.5 Payment of this benefit will be made from the operating funds of the Association once written evidence of the death of an eligible member is received, per Subsection 6.4.

5.6 The member shall notify the Treasurer of the Association, before, or when he or she is eligible, to whom this benefit shall be paid; otherwise, payment will be made to the estate.

5.7 Entitlement to mortuary fund benefits shall be limited to members in good standing on July 7, 2015. Persons becoming members after July 7, 2015 are not eligible for mortuary fund benefits.

5.8 The Executive of the association shall be authorized to reduce the amount of the investment fund designated for provision of mortuary benefits as the future need to meet liability commitments diminishes. Any amount by which the mortuary fund investment account is reduced shall be returned to the general operating funds.

Section 6 Borrowing Powers

The Board of Directors may from time to time, at its discretion, raise or borrow money for the purpose of the Association and secure repayment of monies so raised or borrowed in such manner and upon such terms and conditions in all respect as it thinks fit and may sign or endorse bills, notes, acceptances, cheques, contracts and other dividends of or securities for monies borrowed or to be borrowed for the purposes aforesaid.

Section 7

The fiscal year of this Association shall be January 1st to December 31st.

Section 8

All financial motions from the Annual Meeting shall be referred to the Finance Committee for their recommendation prior to being voted on.

Section 9

The Board of Directors shall by resolution designate the Banks or Trust Companies or other recognized financial institutions in which the monies of the Association shall be deposited and in which any securities of the Association shall be placed for safekeeping.

Section 10

The President and such other board members designated annually by the Board of Directors shall be authorized to carry out the financial business of the association as follows:

10.1 To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.

10.2 To receive all monies and to deposit it in the association account.

10.3 To transact with Banks, Trust Companies, or other recognized financial markets as approved by the Board, in the name or on behalf of the Association, any business they may think fit including the investment of any and all funds in Guaranteed Investment Certificates (GIC's), Stocks, Bonds, or other acceptable financial paper.

10.4 To sign contracts and documents in the name and on behalf of the Association as directed by the Board.

10.5 To negotiate, deposit, endorse or transfer to designated Banks, Trust Companies, or other recognized financial institutions, to the credit of the Association all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper purporting to be signed or endorsed on behalf of the Association by any of them or having the name of the Association impressed thereon by a rubber stamp or other device without any signature.

10.6 To arrange from time to time to settle, balance and certify all books and accounts between the Association and the Banks or Trust Companies designated by the Association.

10.7 To receive all paid cheques and vouchers and to sign the Bank's form of settlement of balance and release.

Section 11

That there is one bank account for all revenues that come to the Association.

Section 12

That the audit report of the Financial Committee shall be presented to the assembly at the annual meeting.

ARTICLE VIII - COMMITTEES

Section 1

The interim management of the Association between annual meetings shall be in the hands of the Board of Directors.

Section 2

The following standing committees may be appointed at the post conference meeting of the Board: (a) Constitution and By-laws; (b) Finance; (c) Resolutions; (d) Nominating; (e) Conference; (f) Honours; (g) Voting and Credentials; (h) Training and Education. It shall be the duty of the incoming President to contact prospective committee members.

CONSTITUTION AND BY-LAWS COMMITTEE

Shall study and evaluate the By-laws and constitution of the Association, any proposed changes or amendments thereto, any proposed legislation which may favourably or adversely affect the fire service in the Atlantic Provinces, or its people, and report as frequently as necessary to this Association or the Board of Directors its findings and recommendations relating thereto for dissemination to the membership or for other appropriate action.

FINANCE COMMITTEE

Shall study and evaluate the finances of the Association with the purpose of formulating plans for increasing revenues, and for the budgetary control of present and future finances, presenting such plans, and any other recommendations to the Board of Directors for consideration and approval with such recommendation and approvals to go before an annual or special meeting.

RESOLUTIONS COMMITTEE

Shall receive all resolutions as submitted by members of the Association, or other interested parties, and present them in their entirety to the membership at the annual meeting with recommendations for concurrence or non-concurrence with the objectives of the association. All resolutions for consideration at the annual meeting shall be in the hands of the Resolutions Committee 30 days prior to the first day of the meeting.

NOMINATING COMMITTEE

The Nominating Committee shall be chaired by a Past President and three active, retired or honorary members. The committee membership shall ensure at least 3 provinces are represented. It shall submit to the annual meeting the names of the candidates for the officers of this Association

CONFERENCES COMMITTEE

To ensure that there is a host group willing to organize a conference; to assist the host group with any details that the host may request; to ensure that facilities proposed are suitable for that conference; to draft guidelines for procedures to be followed at the conference to properly conduct the annual meeting of this Association; to review the cost of registration and the associated costs proposed for the next annual meeting, and to present this information to the semi-annual meeting of the Board of Directors.

HONOURS COMMITTEE

Shall recommend to the Board of Directors those eligible for receipt of any Honourary, or awards of special recognition, which will be presented at the annual banquet. The committee will notify anyone receiving such an honour or presentation, specifying time and place of the receipt of it, at least two weeks in advance of the conference. All nominations must be submitted by the committee Chair to the Board of Directors for approval.

VOTING & CREDENTIALS COMMITTEE

Shall be responsible to provide voting credentials to all eligible members of the Association whose dues are paid prior to the annual meeting and who are in attendance at the annual meeting; to conduct any secret ballot votes for officers of the Association; to report on same to the membership; other duties related to voting as required by the membership.

TRAINING AND EDUCATION COMMITTEE

Shall be responsible to develop, review or propose training or educational programs which will benefit the fire service. Committee may recommend financial assistance to help fire service officers attend approved courses; or to help various institutions or groups providing officer or officer candidate training and/or education. Committee will review financial implications with the Finance Committee before making recommendations to the Board of Directors.

Section 3

Any Committee Chair may be requested to attend Board of Directors meetings if it is deemed necessary by the Board of Directors.

Section 4

The Association shall reimburse accommodation and travel costs of Directors and Committee members when attending meetings, receipted bills to be supplied. A meal allowance, the amount of which shall be determined by the Finance Committee and approved by the Board, will also be paid when required.

ARTICLE IX - SEAL

Section 1

The seal of the Association shall be in such form as shall be prescribed by the Board of Directors and shall be in the custody of the Secretary /Executive Director and used when required for the purpose of the Association.

Section 2

All formal documents required to be executed by the Association shall have the seal of the Association affixed thereto and authenticated by the signature of the President or First Vice-President and the Secretary, Treasurer or Executive Director.

ARTICLE X - AMENDMENTS

Section 1

Amendments to the by-laws may be made by Special Resolution passed by not less than three-fourths (75%) of the duly qualified members of the Association entitled to vote as are present in person at an annual meeting or at any special meeting called for this purpose by the President provided that notice of such proposed change be forwarded to each member entitled to vote by ordinary course of letter, fax, or other electronic communication, and posting on the association website, thirty (30) days prior to the day of the said meeting.

ARTICLE XI - RECORDS

Section 1

The books and records of the Association may be inspected by any member of the Association at an annual or special meeting or at any time and place designated by the Board of Directors.

ARTICLE XII - ORDER OF BUSINESS

Section 1

a) The order of business at the annual meeting shall be as follows:

- 1. Opening of Conference**
- 2. Adoption of minutes of previous annual meeting.**
- 3. Old business**
- 4. Report of President**
- 5. Officers' reports - Vice-Presidents**
- 6. Approval of all business conducted by the Board of Directors since last Annual Meeting**
- 7. Report of the Nominating Committee**
- 8. Correspondence**
- 9. Secretary/Executive Director's report.**
- 10. Treasurer's/Executive Director's Report**
- 11. Reports of all standing committees**
- 12. Election of officers.**
- 13. New business.**
- 14. Adjournment, followed by meeting of Board of Directors.**

ARTICLE XIII - RULES OF ORDER

Section 1

Members desiring to speak or submit a motion shall rise, identify themselves and, respectfully addressing the Chair, shall confine their remarks to the question, and observe order and decorum. Upon request by any member all motions shall be posted in writing with the names of the mover and seconder

Section 2

All matters not otherwise provided for in these By-laws shall be decided by a majority of open votes.

Section 3

An emergency resolution may be considered at any time during the meeting with the consent of 75% of those members present and qualified to vote.

Section 4

On a point of order being raised while a member is speaking or when a member is called to order by the Chair, the member shall at once take his or her seat. The point of order shall then be stated and the Chair shall decide thereupon without debate.

Section 5

Whenever a question has been submitted for consideration it cannot be withdrawn without the consent of the mover and seconder.

Section 6

No amendments to a motion shall be in order after an amendment, but after a vote has been taken on an amendment and it has been declared lost, further amendments are in order.

Section 7

A motion that has been declared lost cannot be re-submitted at the same meeting

Section 8

All questions of procedure will be decided by Roberts Rules of Order.