

CONSTITUTION and ARTICLES OF INCORPORATION

OF

NORTH AMERICAN FIRE TRAINING DIRECTORS, INCORPORATED (NAFTD)

“Serving State, Provincial, and Territorial Fire Training and Education Systems”

PREAMBLE

We, the undersigned officers of the North American Fire Training Directors do hereby adopt the following Constitution and Articles of Incorporation of the North American Fire Training Directors, Incorporated under the provisions of Chapter 504A of the 2004 Code of Iowa and Acts amended thereto, reaffirming all the powers, rights and privileges granted corporations and not for pecuniary profit and all the duties and obligations imposed by said chapter.

ARTICLE I

The name of this corporation is the North American Fire Training Directors, Incorporated with its principle place of business and office in the City of Ames, County of Story, State of Iowa.

ARTICLE II

The corporation period of this corporation shall be perpetual.

ARTICLE III

The mission of this corporation is:

The purpose of this corporation, organized exclusively for educational purposes as a non-profit corporation, is to serve as a forum for the enhancement and enrichment of state, provincial, and territorial fire training and education programs.

To be recognized as the primary point of state, provincial, and territorial fire services contact for the federal government on issues of professional development of public safety instructors, education and training topics for public safety personnel, subject matter content and deliverables.

To be recognized as the subject matter experts in the areas of professional development, education and training deliverables that impact public safety personnel.

To assist state, provincial and territorial fire training organizations improve/establish best practices.

To advocate at the federal level for fire services professional development, training, education, information and research.

To be a representative at the national level for federal homeland security policies, programs, and resources related to fire and emergency services professional development, training and education.

To provide the strategic planning base to plan, communicate, and advocate the value of state, provincial, and territorial fire training systems.

The purpose of this corporation is to serve as a forum for the enhancement and enrichment of state, provincial, and territorial fire training and education programs and their administrators.

ARTICLE IV

This corporation shall have and exercise the powers, rights, and privileges conferred upon corporations not for pecuniary profit by the laws of the State of Iowa, including but not limited to the right to sue or be sued, to further acquire and hold by lease, purchase or otherwise such real and personal property, and erect, maintain and operate buildings in connection with the furtherance of its business and objects and to do all things necessary or convenient in the acquisition, maintenance and operations of the same including but not limited to leasing, selling, mortgaging or otherwise disposing of said property and conveying title thereto.

This corporation shall have no corporate stock but Certificates of Membership may be issued to members thereto.

This corporation shall have no corporate seal.

ARTICLE V

Membership shall be limited to the single individual or the designated alternative who, in accordance with the By-Laws, is responsible for the administration and delivery of the entity-wide fire training and education program. There shall be one eligible membership for each state, province, and territory.

ARTICLE VI

The officers of this corporation shall include a President, Vice President, Secretary and Treasurer and any other officers as provided by the By-Laws. The elections and terms of officer for the officers shall be provided by the By-Laws.

\*at such time an employee is engaged to conduct business on behalf of the NAFTD that employee shall become an ex-officio member of the Board of Directors.(Approved 04/18)

ARTICLE VII

The affairs of this corporation shall be conducted by a Board of Directors composed of not less than five (5) nor more than ten (10) members, the number determined, within these limits, as prescribed by the By-Laws.

The name and address of the registered agent is:

Erick Reynolds, Treasurer

1723 W. Tyler

Stillwater, OK 74078

No dividend or distribution of property of the corporation shall be made until the dissolution of the corporation and upon dissolution; the assets remaining after the payment of the corporate debts shall be distributed to a unit or units of government, or to another non-profit corporation, for a public purpose, in accordance with section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII

No dividend or distribution of property of the corporation shall be made until the dissolution of the corporation and upon dissolution; the assets remaining after the payment of the corporate debts shall be distributed to a unit of government or to another non-profit corporation.

ARTICLE IX

All deeds, conveyances and contracts shall be signed and executed by the President and in his absence by the Vice President, and attested by the Secretary. All checks and other instruments in writing shall be executed by the Treasurer, and other such officers as the Board of Directors shall from time to time by resolution or the By-Laws, determine.

This Constitution and Articles of Incorporation are hereby adopted by the membership and attested to on April 15, 2005 by the following officers:

(date of approval)

Signature on file with Iowa Secretary of State's Office

Adam Piskura, President

Signature on file with Iowa Secretary of State's Office

Randal E. Novak, Treasurer/Incorporator

ARTICLE X

No part of the net earnings of the corporation shall be made available as a benefit to the corporation offices, board of directors, or members, except for reasonable compensation for services rendered. The corporation shall not participate in political campaigns on behalf of any candidate for public office ,providing propaganda, or otherwise attempting to influence legislation, or any activity not permitted by an exempt organization under section 501(c)(3) of the Internal Revenue Code.

The amendments to this Constitution and Articles of Incorporation are hereby adopted by the membership (through an electronic vote, meeting a 2/3 majority requirement) and attested to on June 30, 2005 by the following officer:

(date of approval)

Signature on file with Iowa Secretary of State's Office

Randal E. Novak, Treasurer/Incorporator

BYLAWS

OF

NORTH AMERICAN FIRE TRAINING DIRECTORS, INCORPORATED (NAFTD)

“Serving State, Provincial, and Territorial Fire Training and Education Systems”

As Revised March, 2021

Article 1. Membership

**Article 1. Membership**

1.1 Organizational membership in the North American Fire Training Directors shall be restricted to one individual for each entity. Where more than one organization or individual in an entity applies for membership, it shall be the initial responsibility of the agency/individuals applying to determine which person shall be considered for membership.

1.2 All applications for membership shall be screened by a committee appointed by the President using criteria determined by the NAFTD. The intent of these criteria is to ensure selection of persons and agencies which can contribute to the accomplishment of the goals stated in Article III of the NAFTD Constitution and Articles of Incorporation.

1.3 If for any reason the Membership Committee cannot reach a decision on the approval or disapproval of a membership application, the question shall become an item of business at the next meeting of the NAFTD. A majority of the members voting shall determine whether the application shall be accepted.

1.4 The following criteria, or as hereafter amended, shall be used to determine agency or individual membership qualifications. In most cases, the criteria are listed in order of importance. The Membership Committee may request supporting evidence indicating how the applicant meets these criteria.

1.4.1 AGENCY CRITERIA

- I. The Agency is the “entity-wide” delivery agency
  1. - By statute
    - By specific legislative authorization
  2. By general statutory authorization or charter - a continuing education/extension function is inherent in the nature of the agency.
  3. The agency is ad-hoc in nature - by general acceptance of the fire service.

4. Is a federal agency responsible for entity-wide training delivery - U.S. Department of Defense and Canada Department of National Defense etc. (Added March 2021)
- II. Receives state, provincial, or territorial funding for its programs in total or part
  - III. Delivery of fire training programs is primary function of the agency or institution as exemplified by:
    1. Employment of an instruction staff
    2. Conducting “direct contact” programs in training/education for fire service personnel of the entire state, province, or territory
  - IV. If no agency meets the above criteria, then an entity-wide institute or organization in the following order:
    1. An agency, institution or organization that approves courses, offers, and initiates course development
    2. An agency or organization that certifies firefighters
    3. An organization recognized by the state, provincial or territorial fire service such as a state, provincial or territorial firefighter’s association

#### 1.4.2 DIRECTOR’S CRITERIA

- I. The duly appointed head of an agency/institution or organization or division thereof who is responsible for, but not limited to, the following duties on a state-wide basis:
  1. Day-to-day administration, scheduling of instruction, courses, facilities, and curriculum development and evaluation
  2. Determines and/or interprets policy applicable to fire training and education delivery
  3. Develops budget request for fire training and education program
  4. Responsible for making recommendations regarding personnel hiring, dismissals, discipline, and promotion within their agencies

#### 1.4.3 OTHER MEMBERSHIPS (New Section March 2021)

##### 1.4.3.1 Associate Member - Currently existing membership

A secondary member of a recognized Member or agency as outlined in the Constitution and Bylaws under Article 1 Membership. Associate Members are screened by a committee appointed by the President using criteria determined by the NAFTD.

Associate Member is a non-voting member

1.4.3.2 Affiliate Member -An Affiliate Member is an organization that desires to be part of the NAFTD that does not fit into the current designation. They have to provide value to NAFTD members in expertise or a related value to the

organization's mission. Affiliate members need the sponsorship of the member organization from the state/providence. Applicants are submitted to a committee appointed by the President using criteria determined by the NAFTD for approval.

Examples include Training organization that is not the state/provincial fire academy, state/provincial Fire Marshal (if not the recognized state/ provincial training organization), other agency that has a working relationship with the state/provincial member organization.

Affiliate Member is a non-voting membership.

1.4.3.2 Emeritus Member - An Emeritus member is a past member of the Board or other individual that had been a NAFTD member who has retired from a member organization.

Emeritus Member is a non-voting membership.

1.4.3.3 Partner-An organization or individual that wishes to support NAFTD organization and its strategic goals and objectives. Fire Service Organization (state, national or international), publishers or other fire service business organizations.

Partner is a non- voting membership.

1.4.3.4 Sponsor - Sponsors supports a NAFTD activity, or specific project examples include annual conferences or annual meetings. Meals, breaks, social events, etc. at annual events could also be considered.

Sponsor is a non-voting membership

1.4.3.4.1NAFTD should not provide exclusive partnerships or partnerships in exchange for an endorsement.

1.4.3.4.2 Partnership/Sponsorships are inclusive and open to everyone but should always align with the organization's core values and be evaluated and

1.5 Voting privileges are limited to members who are paid in full for the current fiscal year as defined by July through the following June. Each entity that holds current membership shall be entitled to one vote in the affairs of the NAFTD.

1.2 All applications for membership shall be screened by a committee appointed by the President using criteria determined by the NAFTD. The intent of these criteria is to insure selection of persons and agencies which can contribute to the accomplishment of the goals stated in Article III of the NAFTD Constitution and Articles of Incorporation.

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The agency is ad-hoc in nature - by general acceptance of the fire service

II. Receives state, provincial or territorial funding for its programs in total or part

III. Delivery of fire training programs is primary function of the agency or institution as exemplified by:

Employment of an instruction staff

Conducting "direct contact" programs in training/education for fire service personnel of the entire state, province or territory

IV. If no agency meets the above criteria, then an entity-wide institute or organization in the following order:

An agency, institution or organization that approves courses, offers and initiates course development

An agency or organization that certifies firefighters

An organization recognized by the state, provincial or territorial fire service such as a state, provincial or territorial firefighters association

#### 1.4.2 DIRECTOR'S CRITERIA

I. The duly appointed head of an agency/institution or organization or division thereof who is responsible for, but not limited to, the following duties on a state-wide basis:

1. Day-to-day administration, scheduling of instruction, courses, facilities, and curriculum development and evaluation

2. Determines and/or interprets policy applicable to fire training and education delivery
3. Develops budget request for fire training and education program
4. Responsible for making recommendations regarding personnel hiring, dismissals, discipline and promotion within their agencies
- 1.5 Voting privileges are limited to members who are paid in full for the current fiscal year as defined by July through the following June. Each entity that holds current membership shall be entitled to one vote in the affairs of the NAFTD.

#### Article 2. Dues

- 2.1 The NAFTD may collect annual dues.
- 2.2 The amount shall be determined by the NAFTD at the Annual Meeting.

#### Article 3. Meetings

- 3.1 The NAFTD shall have an annual meeting.
- 3.2 The annual meeting shall be hosted by a member of the NAFTD.
- 3.3 The next annual meeting of the NAFTD shall be established before the adjournment of each annual meeting.
- 3.4 Additional meetings of the NAFTD shall be determined by a majority of the Board.
- 3.5 The majority of the Board may determine the format of additional meetings that can include the use of technology.
- 3.6 A quorum shall consist of 30% of the current dues paid members.

#### Article 4. Designated Alternate

- 4.1 A member of the NAFTD may designate an alternate from his/her entity to meetings of the NAFTD.
- 4.2 The member of the NAFTD sending a designated representative to a meeting shall officially notify the President in writing prior to the meeting.
- 4.3 The duly designated alternate shall exercise the same privileges as the member.

#### Article 5. Officers and Board of Directors

- 5.1 The officers of the NAFTD shall be President, Vice-President, Secretary and Treasurer. The NAFTD Board of Directors shall consist of the officers of the NAFTD, plus the immediate Past President.
- 5.2 The President shall be the presiding officer at all meetings and perform such other duties as commonly belong to the office of President. The President shall appoint the Secretary and Treasurer. The Vice-President shall preside in the absence of the President. The Secretary shall record all minutes and maintain all correspondence. The Treasurer shall have charge of all monies.

## Article 6. Elections

6.1 All elected positions shall be decided by a plurality vote

6.2 Officers shall serve a term of two years or until their successors are elected. They shall not serve more than two consecutive terms in any one elective office.

6.3 A nomination and elections committee shall be appointed by the President at the annual meeting preceding the meeting at which elections will be held.

6.4 The nominating and elections committee shall seek nominations for all elected positions and prepare a ballot for distribution by the Secretary. The nominations will close 90 days prior to the annual meeting.

6.5 Nominations for officers may be submitted by any member of the NAFTD including self-nominations. Nominations must include the individual's qualifications and a statement of interest.

6.6 Election of officers shall be held by letter ballot of the current membership of the NAFTD. The ballots shall be distributed 60 days prior to the annual meeting. The election shall be completed thirty (30) days prior to the Annual Meeting.

6.7 The nominating and elections committee shall count the returned ballots at the Annual Meeting and announce the successful candidates.

6.8 Elected officers shall take office as the last agenda item at the Annual Meeting.

6.9 Recall of the President or Vice-President may be initiated at a meeting by a motion from the floor. A recall vote will be conducted by a mail ballot to all current members within 30 days of the meeting. A successful recall will require a 2/3 majority of the returned ballots.

6.10 In the event that the office of Vice-President is vacated for any reason, the President shall appoint an interim Vice-President to serve until the next Annual Meeting.

6.11 The nominating and elections committee may use technology to gather the votes of members.

6.12 After nominations have closed, and in the event there is only one nominee for each position (President and Vice-President), the nomination and election committee can ask the Board to suspend the elections process and cast a single ballot for each nominee and announce their decision via communication to the entire membership.

## Article 7. Business of the NAFTD

7.1 The NAFTD meetings shall be conducted by "Robert's Rules of Order".

7.2 These By-Laws and Constitution and Articles of Incorporation may be amended at any meeting of the NAFTD, by a vote of two-thirds of the voting members present. Notice of the proposed amendments shall be given to the membership at least 30 days prior to the meeting where such amendments will be considered.

## Article 8. Standing Committees

8.1 The President shall at a minimum appoint the following standing committees:

Nominations and Election Committee

Finance Committee

Membership Committee

Communications Committee

Social Media: develop policy and procedures to insure a consistent message to promote the organization

Legislative Committee

Conference Committee

Strategic Planning Committee: conduct an annual review and update as necessary

The Board of Directors shall develop a corporate sponsorship designation program for the enhancement of the NAFTD. The levels of sponsorship are as follows:

Platinum

Gold

Silver

Bronze

The Board of Directors shall establish a fund raising policy.

The Board of Directors may determine the need for an individual to be hired to conduct the business of the NAFTD.

The Board of Directors shall develop a detailed job description with clearly defined expectations. The job description, expectations, salary and benefits shall be approved by a majority of the membership.

The hiring process and engagement contract shall be approved by the Board of Directors.