

**BY-LAWS**

RANDOLPH COUNTY ASSOCIATION OF FIRE CHIEFS, INC.

**ARTICLE I**

NAME

The name of this Corporation shall be known as the: Randolph County Association of Fire Chiefs, Inc.

**ARTICLE II**

PURPOSE OF THE CORPORATION

**Section 1.** The purposes of this corporation shall be to coordinate and improve the efforts and services of the firefighters and emergency services personnel of Randolph County, North Carolina, by the following action:

- A. Promote the welfare of firefighters and emergency services personnel.
- B. Promote training of all members of this corporation; and
- C. Promote standardization of equipment and supplies in order that there may be provided and made available to all communities of Randolph County
  - an adequate and extensive program of fire protection;
  - to establish, maintain and conduct a uniform, coordinated and standardized county-wide training program for members of the association;
  - to initiate, sponsor, promote, conduct, and support projects for the solicitation of funds, either publicly or privately, when in the opinion of the Board of Directors the same are needed for the purposes of this corporation; and
  - to negotiate, contract and provide for insurance protection on a group or other plan or basis for the mutual benefit and individual protection of the members of the association and their designated beneficiaries.

**Section 2.** To maintain liaison with the law enforcement agencies, the office of County Commissioners, the office of Emergency Management, lifesaving and first aid crews, and all other agencies which may assist in promotion of fire protection.

**Section 3.** To assist in securing more and better equipment for all fire departments of Randolph County.

**ARTICLE III**

MEMBERSHIP

The membership of this Corporation shall be as follows:

**Section 1.** Regular Membership. The regular membership of this corporation shall be limited to persons who are of good moral character interested in the general welfare of their communities, and who are members of one of the fire departments serving any part of Randolph County, North Carolina, in which the members of each fire department shall be represented in this corporation by their Fire Chief. Dues for regular membership shall be determined by the Board of Directors.

**Section 2.** Associate Membership. Associate Memberships will include members of the Randolph County Emergency Services Department, Rescue Squads of Randolph County and such similar agencies as may be approved by the corporation. A list of approved agencies shall be kept with and be a part of these by-laws. Dues for associate membership shall be determined by the Board of Directors.

**Section 3.** Honorary Life Membership. Honorary Life Membership may be conferred upon any member of the corporation for outstanding service contributions to the corporation and/or the community and is intended to be conferred at a very limited degree. Honorary Life Members shall have no voting rights, unless they serve as an Active Fire Chief for a fire department member of the corporation.

**Section 4.** Voting. Corporation voting to control the affairs of the corporation shall be vested in a Board of Directors, the members of which shall be a Fire Chief of each fire department member of the corporation. The Fire Chief or their designee officer in each of the fire departments of the corporation shall cast a total of one (1) vote on behalf of all of the regular members in their fire department.

When a Fire Chief designates an officer to vote on their behalf, the Fire Chief shall notify an Executive Officer of the Corporation prior to the meeting being called to order and the President shall acknowledge the designee at the beginning of the meeting as a voting member.

The maximum number of votes that may be cast for a motion or issue shall be computed by multiplying the number of fire departments represented at a board meeting by one (1).

No individual fire department may cast more than one (1) of the total number of votes cast on any single motion or issue. Voting may be taken by voice, by show of hands, by standing, by ballot, by roll call, and by general consent. There may be an auxiliary of persons interested in the promotion of fire protection and emergency services, but auxiliary, honorary, and associate members shall not be entitled to vote in the general affairs of the corporation.

All motions shall be adopted by a majority vote of the Board members, when a quorum is present. A tie vote occurs when 50% vote in favor and 50% vote against. If the presiding officer has not voted and is a member of the board of directors, he or she can vote to make or break a tie.

If there is no way to break the tie vote, the motion is deferred to the next meeting for a final discussion.

**Section 5.** Quorum. The Board of Directors shall meet as necessary, and shall have authority to proceed to transact business of the corporation at any meeting where a quorum of one-third of the Board of Directors are present, which include the Executive Officers.

**Section 6.** Rules of Procedure. The Rules of Procedure to enable members to take care of business in an efficient manner and to maintain order while business is being conducted shall be the Robert's Rules of Order, recognizing that more informality is desirable with smaller boards. The principles to preserve shall be in accordance with the Articles of Incorporation.

#### **ARTICLE IV** DUES

**Section 1.** Dues. Dues for membership in the corporation shall be determined by the Board of Directors to be one amount that is the same for all fire departments and not based upon the submission of rosters. Dues are to be payable by July 15th of each Fiscal Year. A Fiscal Year shall run from July 1st to June 30th the following year.

**Section 2.** Failure to Pay Dues. In the event dues are not received by the Treasurer on or before the August regular meeting of the corporation, the fire department's rights and privileges of membership, including voting rights shall be suspended, until dues are received.

**Section 3.** Suspension of Rights and Privileges. Rights and privileges of membership include but is not limited to ineligibility of pay out from the Fraternal Benefit Fund to any member of a fire department of the corporation, in which membership of the corporation is required; the inability to utilize any testing equipment, smoke house trailer, or assets controlled by the corporation. The Treasurer will invoice each member fire department chief and other agencies by June 1st prior to the beginning of the Fiscal Year.

#### **ARTICLE V** EXECUTIVE OFFICERS

The executive officers of the corporation, also known as the Executive Committee, shall consist of a President, One or More Vice Presidents, Secretary, and Treasurer that shall serve three year staggered terms of office. The President and Treasurer shall be elected in June of 2023 and then every three years thereafter at the June regular meeting of the corporation. The term of office of all executive officers begin July 1<sup>st</sup> in the year elected and ends June 30<sup>th</sup> in the year of the expiring term. In the event, an election doesn't occur as described herein, the Officer(s) shall remain in their office until re-elected or a successor is named.

The Vice President(s) and Secretary shall be elected in June of 2024 and then every three years thereafter at the June regular meeting of the corporation. Vacancies shall be filled by a vote of the Board of Directors at any regular meeting to complete the term of office for the vacancy.

Any fire chief or chief officer may be elected to any executive office. Any non-chief officer or firefighter of the corporation may serve on a committee appointed by the President, with a fire chief or chief officer as a liaison. The duties of each office are outlined below:

**Section 1. President:** The president shall be the administrative head of the association and shall preside at all meetings of the Board of Directors, appoint committee heads, and represent the Corporation whenever such representations are required or designated by the Board of Directors. If the President as the presiding officer has not voted and is a member of the Board of Directors, he or she can vote to make or break a tie.

**Section 2. 1st Vice-President:** The 1st Vice-President shall have all the duties and privileges prescribed to them by the President. During the Presidents absence, illness, or disqualification the 1st vice president shall have all duties and privileges of the President until their return or replacement. Further the 1st Vice-president shall be an ex-officio member of all committees assigned to them by the President.

**Section 3. Additional Vice Presidents:** In the event additional vice presidents are utilized as authorized by the Articles of Incorporation, the second vice president elected shall be the 2nd Vice President and so forth with a 3rd Vice President, etc. Additional vice presidents shall have all the duties and privileges prescribed to them by the President. During the absence of the President and 1st Vice President, the 2nd Vice President and so forth shall have all duties and privileges of the President until their return or replacement. The additional vice presidents shall be an ex-officio member of all committees assigned to them by the President.

**Section 4. Secretary:** The Secretary shall be responsible for recording the minutes of the meetings of the Board of Directors, for correspondence, and for attesting such legal instruments as may be necessary. The Secretary is authorized to assume the duties of the Treasurer in the event of the Treasurers absence, illness, or disqualification.

**Section 5. Treasurer:** The Treasurer shall be in charge of the financial operations of the Corporation and shall keep a true set of financial books, subject to annual or authorized audits. The Treasurer shall also send an annual invoice for dues on or before June 1st of each fiscal year to each department. Each department, upon receiving an invoice, shall remit by July 15th of the new fiscal year. The Treasurer shall also be authorized to assume the duties of the Secretary in the event of the Secretary's absence, illness or disqualification. The Treasurer shall submit a financial report to the Board of Directors at the regular meetings of the corporation.

**Section 6. Administrator of the Firefighter Fraternal Benefit Fund.** The Administrator shall be appointed by the Board of Directors and be in charge of the financial operations of the Firefighters Fraternal Benefit Fund and shall keep a true set of financial books and accounts, subject to audit as deemed necessary by the Board of Directors or as specified by the bylaws of the Fraternal Benefit Fund. The Administrator shall fulfill the obligations of that office as further defined in the by-laws of the Fraternal benefit Fund. The Administrator shall submit a financial report to the Board of Directors at each regular meeting either in person or by a designated reporter.

**ARTICLE VI**  
BOARD OF DIRECTORS

The Board of Directors shall include the executive officers of the corporation and one Fire Chief from each active fire department serving Randolph County, provided said department is represented by membership in this corporation.

**ARTICLE VII**  
DUTIES OF THE BOARD OF DIRECTORS

The duties of the Board of Directors shall consist of having general charge of the affairs of the association. The Executive Committee shall make recommendations to the Board of Directors concerning regular and special activities. The Board of Directors shall also be responsible for an audit of the association's financial records as well as the financial records of the Fraternal Benefit Fund at the end of each term of office or when deemed necessary by the Board of Directors of the association. The Board of Directors shall be the final authority on issues facing the corporation.

The President or Vice President of the Board of Directors may call a special meeting of the entire membership upon seven (7) days' notice of the time and place to each Fire Chief of each fire department.

The Board of Directors shall have the authority to transact the business of the Corporation at any meeting where a quorum of one-third of the Board members are present. The Board shall also make any appointment to fill a vacancy among the executive officers.

**ARTICLE VIII**  
MEETINGS

**Section 1.** Regular meetings of the corporation shall be held on Thursday every other month, beginning August 4, 2022, at a place and time designated by the Executive Committee. The Board of Directors may increase or decrease the frequency of meetings and the meeting day of the week, at any regular meeting of the corporation. Special meetings of the corporation may be held upon the call of the President or Vice President.

**Section 2.** Special meetings of the Executive Committee may be held upon the call of the President or Vice President.

**Section 3.** Open Meetings. All meetings of the corporation shall be open to the public and the meeting agenda shall have a public comment period with speakers having no more than three (3) minutes to address the meeting per speaker.

**Section 4.** Executive Closed Sessions. The Board of Directors may hold a closed session with board members only, upon a motion duly made and adopted at an open meeting. Every motion to close a meeting shall cite one or more of the permissible purposes listed in N.C. General Statute 143-318.11(a) for public bodies.

## **ARTICLE IX**

### **STANDING COMMITTEES & SUBGROUPS**

The President of the Board of Directors may establish committees and subgroups for the betterment of the corporation to carry out its purpose, mission, and vision. All appointments of the President are subject to renewal when the President is re-elected or replaced.

**Section 1.** Nominating Committee. The chair of the nominating committee and two (2) committee members shall be appointed by the President, with appointment of the committee made at the June meeting of the Board of Directors during the years of an election. The nominating committee shall nominate a slate of officers to fill the offices of an election that shall be held at the August meeting of the corporation.

**Section 2.** Honor Guard. The Honor Guard Commander shall be appointed by the President upon the recommendation of the active members of the Honor Guard. In the absence of a recommendation, the President shall make an appointment. The Honor Guard shall operate based on a set of written guidelines subject to the approval of the Board of Directors. The Honor Guard Commander is to provide a report to the Board of Directors upon request of the President.

**Section 3.** Training Committee. The Training Committee shall be responsible for the organized efforts to support the training programs, coordinated multi-company drills, specialized training, the weekend fire college, and any other training initiatives of the Board of Directors. The Training Chair is to provide a report to the Board of Directors upon request of the President.

**Section 4.** Communications Committee. The Communications Committee shall be responsible for the organized efforts to review and recommend to the Board of Directors changes to the Communications Protocol, Radio Purchasing and Replacement, and Fire/EMS/Rescue Response Protocols. The Communications Chair is to provide a report to the Board of Directors upon request of the President.

**Section 5.** Legislative Committee. The Legislative Committee shall be responsible for the organized efforts to address budgetary concerns, legislative concerns, political issues, and any other initiatives involving the Randolph County Board of Commissioners, Randolph County Manager's Office, NC State Fire Marshal's Office, North Carolina General Assembly, and any additional identified organization to assist with legislative issues. The Legislative Committee is to provide a report to the Board of Directors upon request of the President.

**Section 6.** Logistics Committee. The logistics committee shall be responsible for the upkeep, maintenance, and accounting of all tangible assets of the corporation to include the honor guard trailer, honor guard equipment, ladder testing trailer, and ladder testing equipment, smoke house trailer, fit testing equipment, and additional property purchased by the corporation. The logistics chairperson is to provide a report to the Board of Directors upon request of the President.

**ARTICLE X**  
AMENDMENTS

The By-Laws may be amended by motion passed by a majority vote of the Board members, when a quorum is present, at any regular or special meeting of the corporation, only when all Board of Directors have been provided with a copy of the amendments to be proposed, no less than seven (7) days prior to the regular or special meeting to the Fire Chief of each fire department of the corporation.

Adopted 10/21/74  
Amended 04/08/76  
Amended 11/10/83  
Amended 08/11/88  
Amended 11/10/94  
Amended 10/07/21  
Amended 08/04/22  
Amended 10/05/23