

## **ARTICLE I**

### **Title**

This organization shall be known as the Wisconsin State Fire Chiefs' Association Incorporated.

## **ARTICLE II**

### **Mission Statement**

It is the mission of the Wisconsin State Fire Chiefs' Association to:

- (a) Establish an environment and provide opportunities for emergency service and related professionals to network.
- (b) Provide political advocacy and leadership.
- (c) Provide emergency service related information and educational opportunities to and for the membership.

## **ARTICLE III**

### **Objectives**

1. To bring Fire Chiefs', Chief Fire Officers and their associates together in conference at least once per year to discuss problems of Fire Prevention, Fire Protection, Fire Suppression and Emergency Medical Services, and to submit educational reports and other informative data for enlightenment of the membership, and to transact such business of the organization as may be necessary.
2. To assist Fire Chiefs', Chief Fire Officers and their associates in maintaining high standards of personal and departmental efficiency through study and application of current and advanced methods of fire department administration and techniques of fire fighting and prevention.
3. To seek aid and counsel from those experts in equipment, building engineering, chemical and research fields who are interested in and work with the mutual problems of fire prevention, suppression, and allied subjects.
4. To cooperate with government agencies to promulgate and effectuate plans for all phases of civilian defense in which all fire departments may best serve their individual communities.
5. To encourage the formulation of plans for mutual aid and assistance to communities that may be afflicted by wide-scale disasters.
6. To help develop and expand public relations of the fire service at local, state and national levels.
7. To support all legislative matters that may be relevant, pertinent and for the best interests of Fire Chiefs' and the fire service

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8. To sponsor continuing education for Fire Service personnel in technical and administrative fields related to the Fire Service.
9. To sustain the high traditions of the Fire Service and to promote the welfare and protection of all its members.
10. To coordinate the efforts of all engaged in the field of fire protection to the end that such concerted action should achieve steady progress against the ravages of fire.

**ARTICLE IV**  
**Classification of Membership**

The Wisconsin State Fire Chiefs' Association Incorporated shall consist of Active, Associate, Honorary, and Active Life Members.

1. **Active Members:** Active Members shall consist of the Chief and Chief Officers, including Assistant Chiefs, Deputy Chief, and Battalion Chief or other management level positions as endorsed by the Fire Chief, of a state of Wisconsin or federally recognized fire department in the State of Wisconsin.
2. **Associate Members:** Associate Members shall consist of City, Village, Town Officials, Firms, Corporations, former Chief Officers not yet retired from the fire service, and others interested in the protection of life and property. Associate Members shall be entitled to all the privileges of the Association except the right to vote, the right to hold office, or the privilege of the floor, unless granted by motion. Associate members may serve on committees.
3. **Honorary Members:** Any active member or active life member who has rendered conspicuous and outstanding service to the Association, or a person who has obtained prominence and rendered signal service in fire prevention and protection, may be elected to Honorary Membership if previously recommended for such membership by the Board of Directors, and provided the person received a majority vote of the Active Members present at an Annual Meeting. Presidents of the Association shall receive Honorary Membership at the completion of their term. Honorary Members shall be exempt from the payment of dues and registration and shall have the right to attend meetings of the Association and shall have the privilege of the floor with the power to vote.
4. **Honorary Associate Members:** Any person who has rendered conspicuous and outstanding service to the Association, or a person who has obtained prominence and rendered signal service in fire prevention and protection, may be elected to Honorary Associate Membership if previously recommended for such membership by the Board of Directors, and provided the person received a majority vote of the Active Members present at an Annual Meeting. Honorary Associate Members shall be exempt from the payment of dues and registration and shall have the right to attend meetings of the Association and shall have the privilege of the floor without the power to vote.
5. **Active Life Members:** All retired Chief Officers with five (5) years of active membership in the Association, in good standing, shall be an Active Life Member, shall have the privilege of the floor without the power to vote and may serve on committees. An applicant for active life membership must not be eligible for active or associate membership.

## **ARTICLE V**

### **Power to Vote**

Each and every active and honorary member (not honorary associate) in good standing shall be entitled to vote. In the event an active member is unable to attend the conference, such member shall have the right to appoint a proxy (delegate.) This shall be done by letter to the Treasurer of the Association, sent to the Business Office, advising the name of the person authorized as a voting member. No member shall cast more than one (1) proxy vote. No member is considered in good standing unless annual dues are current.

## **ARTICLE VI**

### **Meetings**

The Annual Meeting of the Association shall be conducted in conjunction with the Annual Conference, at such place as the Board of Directors has designated. The Board of Directors shall determine the time and date of the Annual Meeting.

The Board of Directors has the authority to change or alter any arrangements made by the Host City and its representatives if not conducive to the welfare of the Association and its members. In case of an extraordinary emergency or unusual circumstances, the Board of Directors shall have the authority to change the time and place of the Annual Meeting.

Special Meetings of the Associations may be called by a majority vote of the Board of Directors or shall be called by the Board of Directors upon written request of fifty (50) members qualified to vote. Notice of such Special Meetings shall be sent to all members qualified to vote, at least ten (10) days prior to meetings. The notice of such Special Meeting shall clearly state the objective of the meeting and the action taken at the meeting is limited to thereto.

**Consent without Meeting:** Any action required or permitted by the Articles of Incorporation, Bylaws or any provision of law to be taken at a meeting or by resolution of the members may be taken without a meeting. Members may take action by a written resolution approved by 51% or more of members entitled to vote on the said resolution. Notice of such meeting shall be transmitted by US mail or electronic means to all members who shall be able to approve the resolution in writing or by transmitting such approval back to the sender by e-mail. All voting members must have access to the meeting and the vote. When the resolution is adopted, all members, including those who did not vote, shall be notified of the approval. Such notification may be by e-mail, if email is not available, they must be notified by regular mail.

## **ARTICLE VII**

### **Quorum**

A quorum for the transaction of business shall consist of fifty (50) members qualified to vote.

## **ARTICLE VIII**

### **Officers**

**Section 1. Eligibility** – Any member seeking election to the office of President, First Vice President, Second Vice President, Treasurer, Trustee or Sergeant-at-Arms, shall:

- a. Be a Fire Chief and an active member in good standing. (This precludes any active member other than a Fire Chief.)
- b. In the event a member retires from the Fire Service while holding an elective office, the officer may continue to hold office until the next Annual Meeting.

**Section 2. Elected Officers** – The elected officers of this Association shall consist of a President, First Vice President, Second Vice President, Treasurer, Sergeant-at-Arms and four (4) Trustees.

The President, First Vice President, and Second Vice President shall have a term of office for one (1) year or until the next Board of Directors Meeting following the Annual Meeting and shall be elected at the Annual Meeting.

The Treasurer and the Sergeant-at-Arms shall have a term of office for three (3) years or until the next Annual Meeting, when a successor may be elected.

Unless filling a Vacant position as allowed in article X, paragraph 3, Trustees shall have a term of office for four (4) years or until the next Annual Meeting, when a successor is elected. Terms of office for Trustees will be staggered.

No officer can serve a consecutive term in the office which current term is expiring, with the exception of the Sergeant-at-Arms and Trustees. Trustee term limits shall not exceed eight (8) consecutive years.

**Section 3. Board of Directors** – The Board of Directors shall, consist of the President, First Vice President, Second Vice President, Immediate Past President, Treasurer, Sergeant-at-Arms, and four (4) Trustees. A quorum for the transaction of business of the Board of Directors shall consist of a majority of the members' thereof. The duties and powers of the Board of Directors shall be prescribed in the bylaws.

Ex-officio members of the Board of Directors shall be the Legislative Liaison and Chaplain.

**Section 4.** The Legislative Liaison shall be appointed by the President and the position shall be reviewed annually. The Legislative Liaison shall monitor, prepare and encourage passage of legislation favorable to the Fire Service and discourage passage of legislation unfavorable to the Fire Service.

## **ARTICLE IX**

### **Duties of Officers**

**Section 1.** The President shall, be responsible and have the authority to complete the following duties:

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- preside at all meetings;
- sign, as such officer, all papers executed by or on behalf of the Association;
- receive and lay before the members at their meetings, and at such other times as deemed necessary, the reports of the Board of Directors, Officers and Committees;
- instruct the Business Manager to poll the membership for opinions on any subject considered urgent and set a date on which replies must be returned to the Business Office;
- serve as an ex-officio member of all committees with the power to vote;
- act as Chairman of the Board of Directors;
- approve an expense allowance for members of the Board of Directors when attending meetings called to transact business of the Association; and
- generally do and perform such duties pertaining to the office, as required by the Constitution and Bylaws or as may be required by the Board of Directors.
- Shall cast the deciding vote in the event of a tie at a meeting of the Board of Directors.

**Section 2.** The First Vice President, shall be responsible and have the authority to complete the following duties:

- during the absence or disability of the President, or in case of neglect or refusal to perform such duties, or in case a vacancy occurs in the office of President, perform the duties and be vested with all the powers of the President; and
- serve as an ex-officio member of all committees with the power to vote.

**Section 3.** The Second Vice President, shall be responsible and have the authority to complete the following duties:

- during the absence or disability of the President and First Vice President, or in case of neglect or refusal to perform such duties or in case a vacancy occurs in both offices, perform the duties of the President and be vested with all powers of the President;
- during the disability of the First Vice President, or in case of neglect to perform such duties, or in case a vacancy occurs in such office, perform the duties and be vested with the power of the First Vice President; and
- serve as an ex-officio member of all committees with the power to vote.

**Section 4.** The Treasurer shall generally do and perform the duties usually pertaining to that office, or as directed by the officers or Board of Directors including:

- attend all meetings of the Association and review full minutes of proceedings and action taken by the Business Manager;

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- cause to be prepared, and issue to the members, a complete financial report of the Annual Meeting in cooperation with the Business Manager;
- employ, with the consent of the Board of Directors, such assistance as deemed necessary to discharge the duties of the office;
- submit at each Annual Meeting to the Association a written statement of the work of the office during the preceding twelve (12) months prepared by the Business Manager;
- oversee collection of all monies, dues and fees belonging to the Association and all disbursements on behalf of the Association by the Business office;
- recommend, in conjunction with the Business Manager, for approval by the Board of Directors, a bank or banks in which funds of the Association shall be deposited subject to safeguards determined by the Board of Directors;
- sign as such officer, on proper warrant, such checks and papers executed on behalf of the Association as may be required by the Board of Directors and the financial policies;
- give such bond as the Board of Directors may require;
- oversee the preparation and submission of an annual financial report by the Business Manager to the officers and membership no later than the first day of the Annual Meeting; and
- serve as an ex-officio member of all committees without a vote.

**Section 5.** The Trustees, with other members of the Executive Boards, shall

- transact all business of the Association;
- assist in arranging and executing the program of the annual conference;
- carry out any duties as shall be assigned by the Board of Directors.

**Section 6.** The Sergeant-at-Arms shall

- assist the President whenever and wherever needed;
- assist guests and guest speakers to their places at the conference;
- conduct roll call of the members whenever directed by the President;
- assist the President in maintaining order during all meetings and conferences of the Association;
- post the American Flag at all meetings;
- oversee Memorial Service format at the Annual Conference.
- Shall serve as the WSFCA Representative to the Great Lakes Division Board of Directors.

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**Section 7.** No officer or member of the Association shall incur any expense in the name of the Association without the approval of the Board of Directors or the Association at the Annual Meeting.

**Section 8.** The Board of Directors shall meet at such a time and place as the President may designate. Special Meetings may be called by the President upon request of a majority of the members of the Board. The Board of Directors shall transact business of the Association when the Association is not meeting, and shall exercise jurisdiction and authority over all standing and special committees and may require a report of the committee activities at any time and may, with the consent of two-thirds (2/3) of its membership, establish rules for its own conduct that shall not conflict with the Constitution and Bylaws.

Meetings of the Board of Directors or Committees may be conducted by telephone or by other electronic means in accordance with Section 181.0820 of the Wisconsin Non-Stock Corporation law (or any successor statutory provision). The Board may vote by written ballot or by e-mail, except no action may be taken by written ballot or e-mail ballot unless at least two-thirds of the directors then in office approve of such action.

The Board of Directors shall:

- supervise all expenses of the Association that have been approved by the membership at an Annual Meeting;
- arrange for topics, papers, reports and all other business to come before the Annual Meeting. It shall have the full authority to expunge from the minutes any subject or statement which, in its opinion, is objectionable;
- direct the Business Manager to publish to the membership such reports and papers as it deems of importance;
- have the authority and power to fill any vacancy occurring on the Board of Directors until the next regular elections; and
- establish the order of business to be followed during sessions of the Annual Meeting. In all cases, "Roberts Rules of Order," shall govern the proceedings;
- oversee the Chiefs' Corner activities by the selected vendor.

## **ARTICLE X**

### **Elections**

All elections shall be by paper or voice ballot. The candidate receiving the most votes shall be declared the winner. Annual elections to the offices of Second Vice President, Treasurer, Trustee and Sergeant-at-Arms shall be at the Annual Meeting of the Association.

Automatic succession to the First Vice President shall be from the Second Vice President position at the Annual Meeting. Automatic succession to position of President shall be from the First Vice President position at the Annual Meeting. Automatic succession to the position of Immediate Past President is from the President position at the Annual Meeting.

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Vacant Board positions may be appointed by the President or interim President. Appointments by the President to fill vacancies shall be approved by a majority vote at a regular meeting of the Board of Directors. An appointment to fill the vacancy shall be for the unexpired term thereof.

## **ARTICLE XI**

### **Committees**

**Nominating & Credentials Committee:** shall prepare and submit a slate of officers to the general membership for each position, with nominations from the floor accepted at the Annual Meeting.

The Committee shall also determine the credentials and eligibility to vote of members who attend the Annual Meeting.

**Resolutions Committee:** shall receive, study and prepare to submit to the Association their findings and recommendations of all resolutions pertaining to the business of the Association or any subject affecting the welfare of the members of the Association. Any member desiring to present a resolution shall first refer it to the Resolutions Committee thirty (30) days prior to the Annual Meeting. The Resolutions Committee shall present all resolutions to the membership one (1) day prior to consideration to adopt, reject or modify the resolution.

**Fire Prevention and Investigation Committee:** shall develop relationships between the appropriate government agencies and the Association and work to see that the needs of the fire service are met.

**Constitution and Bylaws Committee:** shall review and recommend revisions and corrections of the Constitution and Bylaws, and prepare resolutions for necessary changes for the Annual Meeting.

**Fire Service Training Committee:** shall develop relationships between the Association and appropriate State and Federal training agencies to assist in the development of the comprehensive Fire Service Training Program.

**Emergency Medical Service Committee:** shall develop a positive working relationship with the States' EMS Board, the Department of Health and Family Services, the Department of Transportation and other State agencies that play a part in the States' EMS system.

**Heroism Award Committee:** is to recommend individuals, other than members of the Fire Service, who since the last conference have performed an act of heroism.

**Committee of Budget and Finance:** shall review the income and expenses of the Association and recommend an annual budget (January 1 – December 31) to the Board to be approved at the Annual Meeting. The Committee of Budget and Finance shall be a standing committee. It shall be composed of the First Vice President, Second Vice President, the two (2) senior Trustees and a Past President. The committee shall also recommend financial policies for the Association and approve all bills above the regular necessary operating expenses that have had prior approval of the Board of Directors.

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Unless otherwise stated in the Bylaws, the President shall have full authority to appoint all committee members. Additionally, at the discretion of the Board of Directors and/or the President, a Special Task Force may be established to accomplish specific tasks as set forth by the Board or the President for the good of the Association.

**ARTICLE XII**  
**Dues**

Annual dues of active, active life and associate members shall be set by the body at the annual meeting. Dues are payable in advance and shall be due and payable the first day of January each year.

Any member, upon becoming delinquent in dues as of January 31, shall be notified by the Treasurer or designee that the members' name will be stricken from the membership role and removed from the mailing list within sixty (60) days unless all dues are paid within such time. All new members making application after the first of June of any calendar year shall be entitled to the privileges of membership for the remaining months of that year and for the entire next fiscal year. A new member is defined as a member who has never been a member of the Association before.

**ARTICLE XIII**  
**Bylaws**

The Bylaws may prescribe the powers and duties of the several committees and offices of the Association and may prescribe such other rules of practice as may be needful and are not elsewhere provided, but no Bylaws may be adopted detrimental to the interest of the public nor the members, or not in conformity with provisions of this Constitution.

**ARTICLE XIV**  
**Amendments**

The Constitution and Bylaws may be altered or amended at any regular meeting of the Association or at any special meeting(s) called for that purpose by an affirmative vote of two-thirds (2/3) of the members present and qualified to vote, provided that previous notice of the proposed alteration or amendment has been published to all members at least thirty (30) days prior to the meeting, or upon a two-thirds (2/3) vote calling for suspension of the rules at the Annual Meeting.

**ARTICLE XV**  
**Dissolution of the Association**

In the event this Association should dissolve, the remaining assets shall be distributed for charitable and educational purposes and in a manner that complies with Section 501(c) (3) of the Internal Revenue Code of 1954 or any amendment thereto. The distribution shall be decided by a vote of three-fourths (3/4) of the membership of the Association.

## ARTICLE XVI

### Sections

The WSFCA Board of Directors may establish member subject matter sections by Board resolution at any time. The resolution shall be subject to the final approval of the membership at its next annual meeting. The resolution shall include section membership criteria, section governance, reporting relationships with the board and business office, description of dependence on the association, a listing of scope of association support, and a list of section performance expectations of the WSFCA board. The section may be required to submit a budget to the association as directed by the WSFCA Board of Directors. Sections may be subordinate to the WSFCA Board of Directors.

#### Levels of Dependence

*Independent* – The section is financially and administratively self sufficient and requires little or no WSFCA support.

*Dependent Auxiliary* – The section is administratively dependant on the association or has little or no financial expenditures.

*Dependent Core Mission* – The section is administratively and financially dependant on the association and the section is determined to be party to the core mission of the association.