

The Volunteer Fire Police Association of the State of New York

By Law Committee:

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Table of Contents

Officers Emeritus (listing).....	page 3
Preamble.....	page 4
	Article I
Name.....	page 4
	Article II
Mission Statement.....	page 4
	Article III
Membership.....	page 5
Life Membership.....	page 6
Emeritus Officers.....	page 6
Dues.....	page 6
	Article IV
Meetings.....	page 7
	Article V
Officers, Elections and Appointments.....	pages 8-11
	Article VI
Officers' duties.....	pages 12-14
	Article VII
Committees.....	pages 14-17
	Article VIII
Board of directors.....	pages 17-18
	Article IX
Delegates.....	pages 18-19
	Article X
Compensation.....	page 19
	Article XI
Contracts, Instruments of Indebtedness, And bank deposits.....	pages 19-20
	Article XII
Amendments.....	page 20
	Article XIII
Standard operating Guidelines.....	page 21
	Article XIV
Dissolution.....	page 21
	Article XV
VFPASNY Auxiliary.....	page 21
	Article XVI
Transition Document.....	pages 21-23
Attestation.....	page 23

Officers Emeritus

Charles H. Draudt*
President Emeritus

Arthur J. Gifford*
Treasurer Emeritus

George W. Davis, Sr.*
President Emeritus

Ford C. Griffin*
President Emeritus

Jerome M. Kornfeld*
Legal Counsel Emeritus

Rollo Farnsworth*
Financial Secretary Emeritus

Donald C. Oswald*
Chaplain Emeritus

Roy Spade*
President Emeritus

Thomas With
President Emeritus

Eugene Reynolds, Sr.
President Emeritus

Frank P. Gargan*
President Emeritus

Walter Gochenour*
President Emeritus

Leroy Doxey
President Emeritus

Matthew T. Murray*
President Emeritus

Jacob Moelius*
President Emeritus

Henry Grundel*
Recording Secretary
Emeritus

Dave Plato
President Emeritus

Alan C. Way
President Emeritus

Oscar Spruyt
President Emeritus

The Volunteer Fire Police Association of the State of New York By-Laws

Preamble

In February of 1991, President Thomas J. Woods, and Recording Secretary M. Gary Robertson submitted a notarized statement to the State of New York, restating the Certificate of Incorporation of this Association. This statement is included here as it captures an historical timeline of this Association.

"The undersigned for the purpose of restating and amending the certificate of incorporation of the Volunteer Fire Police Association of the State of New York, Inc., the corporation above named, pursuant to section 805 of the Not-For-Profit Corporation Law hereby certify:

1. The name of the corporation is the Volunteer Fire Police Association of the State of New York, Inc.
2. The certificate of incorporation of the Volunteer Fire Police Association of the State of New York, Inc., was filed with the Department of State of the State of New York 21 December 1953 pursuant to the Membership Corporation Law of the State of New York.
3. The Volunteer Fire Police Association of the State of New York, Inc. is a corporation existing on the effective date of the Not-For-Profit Law, that is, 1 September 1970: the purposes for which the corporation is formed are found in Section 201 of such Law; and the corporation being organized and existing for educational and scientific purposes is a Type B corporation as set forth in said Section.
4. Restatement of the original certificate of incorporation was authorized by unanimous vote of all the members of the Executive Board (Directors) at a regular meeting of the Board held on 30 November 1991."

Article I Name

The name of this Association will be the Volunteer Fire Police Association of the State of New York, Inc. (VFPASNY) and hereafter referred to as the Association. The fiscal year of the Association will be July 1 to June 30th.

Article II Mission Statement

The mission of this Association is to advance the status of volunteer Fire Police in the State of New York, while upholding and defending the constitutions of the United States of America and the State of New York. This objective may include,

but is not limited to:

1. holding meetings for the presentation and discussion of problems affecting Fire Police
2. publishing papers and reports, sharing knowledge and experiences of value to the Fire Police
3. developing and publishing standards and recommending practices to be followed by volunteer Fire Police in the State of New York
4. co-operating with government agencies and all other fire service associations for the betterment of volunteer Fire Police.

Article III Membership

1. Any Fire Police person who is a member in good standing* with a volunteer fire department or fire district, fire association or fire company, located in the State of New York, in a bordering state, or the provinces of Ontario or Quebec, Canada, shall be eligible to apply for membership in this Association.

** An individual who is, or was, an active Fire Police Officer and who has successfully completed the certified OFPC Fire Police course.*

2. All applications for membership shall be in writing on the official VFPASNY membership application, accompanied by the current year's dues, and submitted to the Membership Secretary for processing. All applications for membership must be certified, by attaching their signature on the application, by the applicant's Fire Police Captain, the Secretary of the Fire Department, Company or Squad, or the Chief of the Fire Department or Squad. An application postmarked no later than April 15th, and approved by the Membership Secretary pursuant to this Article and Section, shall entitle the applicant to become a member in good standing and eligible to vote at that year's Annual Meeting. A member shall notify the Membership Secretary of any changes in pertinent contact information such as mailing address, phone number with area code, and e-mail. Once a member of the Association, s/he shall remain as such until s/he resigns from the Association, is removed for good cause, or becomes deceased.
3. Active members, who are current with dues, shall be entitled to all rights and privileges, including: to attend meetings of the membership; to participate in programs of the Association; and to receive notices and reports issued by the Association.
4. **Evidence of membership.** Each member shall be issued a duly authorized membership card. Membership and membership cards are non-transferrable.

5. **Honorary Membership:** An honorary membership may be bestowed upon an individual who has accomplished outstanding service to the Volunteer Fire Police of New York State. Recommendations must be submitted in writing from a member in good standing to the Board of Directors, with a copy to the Awards Committee Chair, prior to the Spring meeting. An Honorary Membership shall be awarded at the Annual Meeting, upon a recommendation of a majority vote of the Board of Directors. Such person shall be entitled to a certificate and a wallet sized plastic card attesting to their honorary status. Honorary membership does not require the payment of dues. An Honorary Member does not have any voting privileges, and cannot hold any office within the Association.

6. **Life Membership.** Awarded to a member in good standing with the Association after 25 years of membership. A Life Member enjoys all privileges of membership for the fixed dues as addressed in the S.O.G.'s. The retention of this membership ceases if the member resigns or is removed from membership for good cause.

6.1. An announcement will be made at each annual meeting of those new members who have attained 25 year life membership. Their membership status will be updated on the membership roster, and their names entered into the proceedings of the annual meeting.

7. **Emeritus officers.** Any Officer who has served for over ten (10) years, not necessarily consecutive, with unusual dedication and devotion and who exemplifies the purpose of the Association shall be considered for the title of "Emeritus" upon retiring as an Officer. The "Emeritus" title will be added to the title of the highest position attained. The recommendation must come from the Board of Directors, and approved by a majority vote of the membership at the Annual Meeting. The title shall remain for life. An Emeritus Officer shall function as a Director at Large. The listing of all Emeritus Officers so designated shall appear on the first page of all copies of the By-Laws.

8. Dues

8.1 Assessment. The Board of Directors shall establish a schedule of annual dues for membership, excepting that dues will not be increased unless approved by a vote of the regular membership at the annual convention meeting or another special meeting.

8.2 Assessment period. The assessment of dues for annual membership runs with the calendar year, beginning the 1st day of January and ending the last day of December.

8.3 Exemption. Members called for service in the Armed Forces of the United States, and unable to perform the full duties of a volunteer fire police in excess of ninety (90) days, shall, upon notification to the Membership Secretary, be relieved of payment of dues. This will be for the

period of their service with the Armed Forces.

8.4 Delinquency. Any member who fails to remit dues for one full year will be considered delinquent.

A. The Membership Secretary will send written notice to the last known address of all members who are in arrears that their membership will be terminated unless dues are received by the Association within thirty (30) days. The Membership Secretary will present to the Board of Directors a list of members receiving such notices.

B. Upon expiration of the thirty (30) days' period set forth above, the members name will be removed from the ACTIVE list, and all privileges of membership will cease.

C. Any person removed from the ACTIVE list for non-payment of dues will be allowed to re-join the Association by submitting a new application to the Membership Secretary accompanied by the current year's dues. However, if the member wishes to preserve his/her continuity of membership in the Association, all past dues owed must be paid. Dues owed must be received by the Membership Secretary, or postmarked on or before April 15th, in order to preserve voting privileges at the Annual Meeting.

8.5 Removal. The Board of Directors, upon their own motion, may cause the name of a member of the Association to be removed from the membership rolls after documented and signed charges of misconduct or malfeasance have been presented to the Board in writing. This is only after the Board has arranged a hearing with both the accuser and accused present, and any charges have been substantiated. Notice of the hearing must be sent by certified mail, return receipt requested, at least ten (10) days and no more than thirty (30) days prior to the scheduled date of the hearing.

8.6 Resignations. A resignation by a member shall be made in writing to the Membership Secretary, and shall NOT become effective until reviewed by the Board of Directors at its next meeting.

Article IV Meetings

I. Meetings

1.1 **The Association's Annual Meeting/ Convention** shall be held at a time and place to be designated by the Board of Directors, but usually held in the month of May.

1.2 **Spring and Fall Meetings** shall be held each year, usually in March and October, at a time and place to be designated by the Board of Directors.

1.3 **Special Meetings** of the membership, at which a specified subject shall be discussed, shall be held at such a place and time as may be designated by the President/Chairman of the Board, or Board of

Directors, or by petition by fifty (50) members in good standing, delivered to the Board of Directors, and specified in the notice of such a meeting.

1.4 **Notice of meetings.** A notice of any membership meeting shall be deemed sufficient if posted no less than 45 days prior to such meeting. Posting of meeting notices may be by any or all of the following methods: on the Association's website; in the Association's official publication, or other type of newsletter; by e-mail; by fax or by telephone.

2. Quorum. At any Annual, Spring, Fall, or Special Meeting of the members, thirty (30) members in good standing with the Association shall constitute a quorum to transact any business.

3. Voting/Conducting Business. Only active members in good standing shall be able to vote or present any business at any meeting of the Association.

4. Parliamentary Law. The rules contained in the current edition of *Robert's Rules of Order, newly revised*, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the Association may adopt.

Article V Officers, Elections and Appointments

1. Elected Officers. The Officers of the Association shall consist of a President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Membership Secretary, and Treasurer. All these positions will be elected by the entire membership. The membership will also elect a Chief Chaplain. The term of office for the President and two Vice-Presidents will be two (2) years. The term of office for the Recording Secretary, the Membership Secretary, Treasurer, and Chief Chaplain will be one (1) year. In addition, there will be a Board of Directors (Board), consisting of the President as Chairman of the Board, the 1st and 2nd Vice-Presidents, nine (9) State Directors, and the Immediate Past President of the Association, serving ex-officio. After an initial formation of State Directors, as described in Article XV of these By-Laws, the nine (9) State Directors will be elected by the membership of their respective regions, for a one year term. Each region will elect a State Director within 45 days prior to the Annual Meeting.

1.1 Each of the following Officers will have an Assistant: the Recording Secretary, Membership Secretary, Treasurer, Chief Chaplain*, and both Sergeants-At-Arms. The Assistants will be recommended by each of their respective Officers, with approval by a majority vote of the Board of Directors.

*The Assistant to the Chief Chaplain must be chosen from one of the Regional State Chaplains.

2. Qualifications for office and appointment. Each officer and appointee must be a member in good standing with the Association, and reside within the State of New York. In addition, the following qualifications apply:

A. The President must have served at least one full year as 1st Vice-President.

No President, having completed a full two-year term, shall succeed himself.

B. The 1st Vice-President must have served at least one full year as 2nd Vice-President.

C. The 2nd Vice-President must have served at least one full year on the Board of Directors.

D. Any State Director must have served at least one full year as a Delegate from their respective region, or have previously served one full year as a Director representing a County. No State Director, having completed three (3) one (1) year terms, shall succeed himself.

2.1 A member who is qualified for office, but who is legitimately unable to be present at the time and place of nominations, may submit prior to nominations, a notarized letter stating his/her intentions to accept a nomination if offered. If such a member is nominated for an office, the aforementioned letter will be read by the Recording Secretary as proof of the acceptance of the nomination.

3. Nominations. Nominations for office will be made at the Spring meeting. If a current Association Officer accepts a nomination for a different Association office, s/he must resign his/her current office, in writing, to the President of the Association, by the end of that business day, to become affective immediately before elections at the annual meeting. Nominations will then proceed for the office vacated. Should an Officer not be present for nominations, in addition to acceptance letter described above in section 2.1, a letter of resignation from the currently held office must be notarized and submitted to the President at the Spring meeting, or within fifteen (15) calendar days after the meeting. Nominations MAY NOT be made from the floor on the day of elections, but WRITE-IN NAMES shall be permitted.

4. Election of Officers

4.1 The President may conduct any election or may appoint a Presiding Officer of the Association to preside over the elections, as s/he may deem necessary or proper at any meeting of the Association.

4.2 At the Annual Meeting the President shall appoint three (3) Past-Presidents, present at the time of the election, to act as Tellers. The President will designate one of them as the Chairperson of the Tellers. In the event less than three Past-Presidents are available, the President or Presiding Officer shall appoint, from those Directors-At-Large (DAL's) present, the number of persons required to act as Tellers, to total three (3)

Tellers.

4.3 The President shall also appoint two (2) temporary additional Assistant Sergeants-at-Arms for specific duty at the polling place, for the duration of that specific election process only.

4.4 All appointed Tellers shall be members in good standing, and shall not be a candidate for office, nor have nominated or seconded the nomination of a candidate. The Tellers shall collect or punch the eligible voters' membership or registration cards when the member votes. The Tellers shall receive the ballots and total the votes. All three Tellers must sign the official tally sheet. The Chairperson shall turn over the results of the election to the President or Presiding Officer. The President or Presiding Officer will announce the election results to the membership assembled, then turn the tally sheet over to the Recording Secretary for filing.

4.5 All Officers will be elected by secret ballot, by a plurality vote of the eligible members present at the annual meeting. A plurality vote is defined as the number of votes obtained by one candidate that exceeds that of any other candidate for that office, but not necessarily consisting of an absolute majority. In the event of a tie, the election will be held pursuant to *Robert's Rules of Order, newly revised*.

4.6 If for any reason an Officer is not elected at the Annual Convention Meeting, or an office has become vacant, a special election shall be held at the next Fall or Spring Meeting, or Special Meeting called for that particular purpose. In the event of a failure to fill an office at the Annual Meeting, the President shall appoint an interim replacement, with approval by a simple majority vote of the Board of Directors, until his/her successor is elected.

4.7 Prior year's annual election ballots and special election ballots shall be destroyed upon completion of the current annual election, and so done by the Recording Secretary.

5. Appointments

5.1 A Legal Counsel shall be appointed by the Board of Directors.

5.2 A Publication Editor shall be appointed by the Board of Directors.

5.3 Two Sergeants-at-Arms shall be appointed by the President, one of whom will be designated the "Chief Sergeant-at-Arms, with concurrence of the Board of Directors.

5.4 A Parliamentarian shall be appointed by the President, with concurrence of the Board of Directors.

5.5 State Chaplains: Upon the recommendation of the Chief Chaplain, the Regional Chaplain(s), one from each region, shall be appointed by the President and designated as a "State Chaplain", with concurrence of the Board of Directors.

5.6 Director at Large (DAL): The Board of Directors, upon the documented recommendation of a member of the Board of Directors, may appoint anyone who has served at least one full year as a Delegate (or has served at least one full year as a Director representing a County) and who has

done an exemplary job in the performance of his/her duties and responsibilities, special projects or assignments, and has faithfully served the members of the Association, and who exemplifies the purpose of this Association, a Director at Large. At the Annual Meeting, the Board shall vote upon the proposed Directors at Large, who will then assume office upon such approval. A Director at Large has the additional position of "Delegate at Large", and shall have the duties and responsibilities, individually and/or in general, as determined by the President and/or the Board. They are NOT members of the Board of Directors. Directors at Large shall assist the State Officers, Board of Directors, and Delegates in his/her home Region. A Director at Large, when requested by a State Officer, Director of the Board, Regional Officer, County Fire Police Association, may render assistance anywhere in the State.

A. Every Past President, Past Vice President, and Director of the Board of Directors, will be designated a Director at Large upon leaving office. All Directors at Large appointed prior to the adoption of these By-Laws, and who are members in good standing, will retain their title.

B. Being dropped, suspended or removed from the membership roles will result in the loss of the Director at Large designation.

6. Terms of Office

6.1 Elected Officers' term of office shall begin the day of their election and shall conclude upon the qualification and election of their successors.

6.2 Appointed Officers term of office shall begin the day of their appointment and shall conclude upon the qualification and appointment of their successors.

7. Resignation. An Officer may resign at any time by giving written notice to the President, Recording Secretary, or the Board of Directors. The resignation shall not take effect until accepted by the Board of Directors.

8. Removal

8.1 *By the Board.* Any or all of the Officers of the Association may be removed for cause by a majority vote of the Board of Directors.

8.2 *By the members.* Any or all of the Officers may be removed with or without cause by a majority vote of the members.

9. Vacancies. A vacancy in office shall arise upon the death, resignation, removal, lapse of membership of an Officer, or by a change in domicile outside the State of New York. Except in the cases of the offices of President, 1st Vice President and 2nd Vice President, a vacancy of an elected Officer occurring in the interim between Annual Meetings shall be filled by an interim successor appointed by the President and approved by the Board of Directors. At the next Annual Meeting following the vacancy, the membership shall elect a permanent successor for the vacated position.

Article VI Officers' Duties

1. President. It shall be the duty of the President to preside over all meetings of the Association, including the Board of Directors. In the event of the absence of the President, the role will be filled by the 1st Vice-President, or the 2nd Vice-President, in that order. The President will countersign all disbursements of funds that have been properly approved for payment. The President shall be bonded.

2. Vice-Presidents. It shall be the duty of the Vice-Presidents to assist the President with any tasks and roles as required by the President. The Vice-Presidents will preside over any Association meetings that the President is unable to attend. The Vice-Presidents will share the burden of traveling across the state to attend any Regional, County or other fire service organization meetings or events as invited, and in general spread the goodwill of the Association. The 2nd Vice-President will have the special duty of presenting any resolutions from the Board of Directors at the next meeting of the Association. The Vice-Presidents shall be bonded.

3. Recording Secretary. It shall be the duty of the Recording Secretary to keep a complete record of all proceedings of the Association, including meetings of the Board of Directors. The Recording Secretary will receive and answer all communications of the Association, with direction from the President. S/he will maintain custody of all records and documents of the Association, including copies of financial records, and perform such other duties as requested by the President. The Recording Secretary and his/her duly appointed Assistant shall be bonded. Within thirty (30) days of any Association meeting, the Recording Secretary will copy and mail such minutes to each member of the Board of Directors. Any other Officer of the Association may, upon submitting a written request to the Recording Secretary, along with any prescribed payment, receive a copy of the minutes requested.

4. Membership Secretary. It shall be the duty of the Membership Secretary to collect all dues from members of the Association. The Membership Secretary shall keep an accurate and current record of all dues received, and issue a receipt for same. The Membership Secretary shall maintain the membership files of the Association. The Membership Secretary shall give a report of membership dues, current correspondence and transactions of his/her office at all meetings of the Association and Board of Directors. The Membership Secretary and his/her duly appointed Assistant shall each be bonded.

5. Treasurer. It shall be the duty of the Treasurer to receive all dues money from the Membership Secretary, and all other money due the Association. The Treasurer will issue a receipt to all persons or organizations that money is received from. The Treasurer shall keep an accurate and complete account of all money belonging to the Association. The Treasurer will disburse funds after they have been properly approved. The Treasurer shall make a full report at all meetings of the Association and the Board of Directors, and be prepared to account for all the Association finances at the request of the President or Board of Directors. The Treasurer and his/her duly appointed Assistant shall be bonded.

6. Sergeants-at-Arms. The two Sergeants-at-Arms shall be charged with the responsibility of preserving order and decorum at all meetings of the Association. They shall assist the President, Vice Presidents, the Presiding Officer, and/or the Board of Directors, in any way requested. In addition, they are responsible for equipment listed in the S.O.G.'s. The Sergeants-at-Arms and their duly appointed Assistants shall be bonded.

7. Directors. It shall be the duty of the Board of Directors to uphold the legal and fiscal oversight of the Association. The President of the Association shall be the Chairperson of the Board of Directors. The Board of Directors will meet at least once between all regular meetings of the Association, at any mutually agreed-upon time and place, and at any other time and place as needed by a majority vote of the Board of Directors.

7.1 The Board of Directors shall obtain and assure the maintenance of a broad position bond on all Officer positions responsible for the finances and handling of Association monies as indicated above.

7.2 Each State Director will be responsible for holding at least two (2) meetings a year in their respective regions. Evidence of these meetings will include, but not be limited to, submitting a copy of the agenda and minutes of the meetings, and a copy of the attendance roster. At each meeting of the Board of Directors, each State Director will also provide a written report that contains the specifics of their activity since the last meeting. These reports will include, but not be limited to, attendance at county meetings or functions, answering correspondence, overseeing that applications for membership or membership functions are made available to the members, attempts to keep membership informed on training and equipment updates, and forwarding the names of any deceased members (or any deceased fire police officers) to the Chief Chaplain.

8. Chief Chaplain. It shall be the duty of the Chief Chaplain to participate, when called upon, at all meetings of the Association, and give spiritual guidance to the Officers and members of the Association, or any volunteer Fire Police Officer within the State of New York who requests such assistance. The Chief Chaplain or his/her assistant will attend funerals or memorial services of passing members as a representative of the Association. The Chief Chaplain will Chair the Sick and Benevolent Committee. The Chief Chaplain shall be in charge of and preside

over the Annual Memorial Service for deceased members during the Annual Convention. The Chief Chaplain shall perform such other duties as requested by the President. The Chief Chaplain will make a report of his/her activities at all regular meetings of the Association.

9. All above referenced Officers in this Article must, at the appropriate time, present and file with the Recording Secretary, a written Annual Report. No assistant officer may have a vote at any meeting they attend as they were not elected by the membership.

Article VII Committees

1. Appointments

1.1 Standing committees. The President shall, annually appoint the following standing committees, and retains authority to replace committee members as needed and as stated herein. These committees are charged with such additional responsibilities as the Board of Directors may decide:

- A. **Advisory Committee:** shall be made up of all Past Presidents. The Chairperson will be the Immediate Past President, who is willing and able to fill the position, who does not already sit on the Board of Directors. The Vice Chair will be the next previous Past President who is willing and able to fill the position, who does not already sit on the Board of Directors. The committee shall maintain constant vigil over the Association's policies and operating procedures. The Chair and Vice Chair shall be approved by the Board of Directors.
- B. **Audit Committee:** consisting of six (6) members who are not officers. Two (2) shall be from the western, two (2) shall be from the central, and two (2) shall be from the eastern portions of the state. A quorum for an Audit Committee meeting shall be three (3) members. It shall be the duty of the Audit Committee to examine the records, books, and files of the Membership Secretary, Treasurer, and all those conducting financial transactions, prior to the Annual Meeting. The Audit Committee shall, as directed by the Board of Directors, perform audits of any and all financial transactions within the Association.
- C. **Awards Committee:** for any award that may be issued by the Association, the Awards Committee will investigate and verify the nomination. The committee shall consist of two (2) members of the Board of Directors, two (2) Directors at Large, the Membership Secretary, the Chief Chaplain and a member at large.
- D. **By-Law Committee:** will maintain the By-Laws by keeping them up to date, handling all revisions, recommendations, additions, alterations, and corrections to better their usefulness to the Association. The committee will insure that the most recently approved copy of the By-

Laws is available for reference at all meetings of the Association.

- E. **Convention Oversight Committee:** will receive all applications from those wishing to hold a convention; will investigate and approve the convention site, and report its recommendations to the Board of Directors for its approval. When directed by the President, the committee will perform a similar function for meetings.
- F. **New York State Fire Service Council/Law Committee:** the members on this committee will serve as the Association's representatives to all New York State Fire Service Council meetings. The committee will strive to maintain a good working relationship with all Council member organizations, the New York State Assembly and New York State Senate, the Department of State, the Department of Criminal Justice Services, and the Office of Homeland Security. The committee will consist of a Head Delegate (Committee Chair), who is the Chair of the Association's Legislative Committee, two (2) other delegates and two (2) alternates, appointed by the President with approval by the Board of Directors. The committee will prepare a report for presentation at the Spring, Fall and Annual Meetings.
- G. **Fire Police Seminar Committee:** shall present a Fire Police program at the NYS Fire Science Academy at Montour Falls on a date in March as set aside by the Academy each year. The committee will consist of the Treasurer, the Membership Secretary, three (3) Directors at Large, and a member at large. A Regional host, on a rotating schedule for the program, is encouraged but is optional. The committee will select a program, and present an outline of the program to the general membership at the Fall Meeting. The committee will also insure all information in regards to the program is in the hands of the Publication Editor in time for the Winter issue of the official publication.
- H. **The Sick and Benevolent Committee:** shall be the receiving office for news about any members that are sick, despondent, have passed away, or are in other types of spiritual or physical distress. The committee shall consist of the State Chaplains, the Membership Secretary, and the Chief Chaplain as Chairperson.
- I. **The Standard Operating Guideline Committee (SOG's):** this is a fixed committee of seven permanent members. Appointments to fill vacancies on this committee shall be made by the President. The duty of this committee is to draft and present for approval standard operating guidelines for every office and standing committee in the Association, with the goal that procedures are clearly documented for any person that should hold a particular office, and to insure that the operations of the Association are unimpeded as various offices and committees are assumed by different members.
- J. **Ways and Means Committee:** shall have the responsibility of raising money for the Association's treasury. This committee will be responsible for the ordering, selling and distribution of supplies of the Association. The committee will make at least one report a year at the

Annual Meeting that will include a profit and loss statement, a record of inventory, and report on any other fund-raising efforts by the committee. This committee is subject to regular reviews as determined by the Audit Committee. All members of this committee shall be bonded.

- K. **Nominating Committee:** shall be charged with presenting a slate of officers for election. The committee will consist of at least three members who are not currently officers of the Association, and are not candidates for office. The committee will receive letters of intention from members intending to run for office and investigate the record and suitability of each candidate, and present the names at the Spring Meeting, per Article V, Section 3 of these By-Laws.

1.2 Ad Hoc Committees. Additional committees may be created and appointed by the President as needed for a special purpose, for a specific period of time not to exceed the President's term, and may not incur any financial expense against the Association. Any changes to these terms will require Board of Directors' approval.

1.3 Powers of Committees. The standing committees shall have such authority as the Board by resolution shall provide, except that no such committee shall have authority as to the following matters:

- A. The submission to members of any action requiring member's approval under these by-laws.
- B. The filling of vacancies in the Board or any committee
- C. The fixing of compensation of the Directors for serving on the Board or on any committee.
- D. The amendment or repeal of the By-Laws, SOGs, or the adoption of new By-Laws.
- E. The amendment or repeal of any resolution of the Board which, by its terms, shall not be so amended.

1.4 Qualifications. Committees of the Association shall be comprised of Association members in good standing who reside within the State of New York.

1.5 Resignation. Committee members may resign at any time from a committee by giving written notice to the President or Recording Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

1.6 Meetings. Meetings of the committees, subject to appropriate notification, shall be held at such time and place as shall be fixed by the chairperson of the committee, or directed by the President, or by the Board of Directors, or by a vote of the majority of all the members of the committee. Robert's Rules of Order, newly revised, shall be the controlling authority on all questions of parliamentary

law not covered within these by-laws.

1.9 Quorum. Unless otherwise stated, a majority of all the members of the committee shall constitute a quorum for the transaction of business and the vote of a majority of all those present shall be the act of the committee.

Article VIII Board of Directors

1. General management. The general management of the affairs of this Association shall be vested in the Board of Directors. The Board of Directors will have control of the property of the Association and shall determine its policies with the advice of its various committees. It may authorize expenditures and investments as it sees fit. The Board of Directors will be generally empowered to take all necessary and proper steps to carry out the purposes of this Association and to promote its best interest. The Board of Directors shall maintain the attendance and accomplishment record of each Officer, Director and Delegate. The Board will make recommendations to the membership concerning the advisability of re-election, re-appointment, or replacement. This information will be made available prior to the Annual Meeting. In addition,

2. Composition of the Board of Directors. The Board of Directors shall consist of the President/Chairman, the 1st Vice-President, the 2nd Vice-President, nine (9) elected State Directors, and the Immediate Past-President, who shall serve ex-officio. In addition, the Chief Chaplain, and the Sergeants-at-Arms will serve in their regular capacity at all Board of Directors meetings, but will have no vote in any matter brought before the Board. The legal counsel may be invited as needed to sit in on the proceedings of this Board, and be prepared to give his/her unbiased legal opinion on any or all issues before the Board. A representative of the Advisory Committee will be in attendance at all Board Meetings in the capacity of an advisor.

3. Conduct of meetings. The Board of Directors will receive reports from any Association Officer. Any committee, committee chairperson, or member, may address the Board, either by invitation of the Board or by the request of the committee or member. Any question of governance or operation may be acted upon by the Board of Directors by a simple majority vote of the voting members present. A *quorum* for a Board of Directors meeting will be a majority of the voting members. Any action or recommendation requiring a vote of the membership will be entered into the minutes as a *resolution*. The Recording Secretary will prepare a list of these resolutions and give them to the 2nd Vice-President, who in turn will present these resolutions to the general membership for a vote at the next meeting of the Association. A resolution from the Board of Directors may be approved, rejected, or tabled for more information by a majority vote of the membership at the next Association meeting.

4. Terms of office. The term of office for State Directors shall begin the day of their election and shall conclude upon the qualification and election of their successors.

5. Resignation. A State Director may resign at any time by giving written notice to the President, Recording Secretary or the Board of Directors. The resignation shall not take effect until accepted by the Board of Directors.

6. Removal.

6.1 By the Board. Any or all of the State Directors of the Association may be removed for cause by a majority vote of the Board of Directors.

6.2 By the members. Any or all of the State Directors may be removed with or without cause by a majority vote of the members.

6.3 Attendance. Missing three (3) consecutive meetings of the Board of Directors without providing reasonable excuse shall be deemed cause for removal by a vote of the Board of Directors.

7. Vacancies. A vacancy in office shall arise upon the death, resignation, removal, lapse of membership of a State Director, or by a change in domicile outside the State of New York. Except in the cases of the offices of President, 1st Vice-President, and 2nd Vice-President, a vacancy on the Board of Directors occurring in the interim between Annual Meetings shall be filled by an interim successor appointed by the President and approved by the Board of Directors. At the next Annual Meeting following the vacancy, the membership shall elect a permanent successor for the vacated position.

**Article IX
Delegates**

1. The Counties shall be grouped into Regions. The number of Delegates representing each County, and the number of Delegates representing each Region shall be as follows:

A. Western Long Island (1): Nassau County (4)

B. Southern Hudson Valley (1): Dutchess (3), Orange (3), Putnam (2), Rockland (3), Sullivan (3), Ulster (4), and Westchester (4) Counties.

C. Lower Lake Champlain (1): Fulton (2), Saratoga (3), Washington (3), and Warren (2) Counties.

D. Finger Lakes (1): Broome (3), Cayuga (3), Chemung (2), Chenango (2), Cortland (2), Delaware (3), Madison (2), Onondaga (2), Otsego (3), Schuyler (2), Seneca (2), Tioga (2), Tompkins (2), and Wayne (2) Counties.

E. Niagara Frontier (1): Allegheny (2), Cattaraugus (3), Chautauqua (3), Erie (3), Genesee (3), Livingston (2), Monroe (3), Niagara (3), Ontario (3), Orleans (2), Steuben (3), Wyoming (2) and Yates (2) Counties.

F. Adirondack West (1): Herkimer (3), Jefferson (3), Lewis (3), Oneida (3), Oswego (3), and St. Lawrence (3) Counties.

- G. Eastern Long Island (1):** Suffolk County (8)
- H. Capital Region (1):** Albany (3), Columbia (3), Greene (2), Montgomery (2), Rensselaer (3), Schenectady (2), and Schoharie (2) Counties.
- I. North Country (1):** Clinton (3), Essex (3), Franklin (2) and Hamilton (2) Counties.
- J. Unassigned (0):** Queens (0), Bronx (0), Richmond (Staten Island) (0), Kings(0), and Manhattan (0).

- 2. Fire Departments with Fire Police, Fire Companies with Fire Police, and Squads with Fire Police will be allowed one (1) Delegate and one (1) alternate Delegate from each unit.
- 3. The Delegates' primary purpose is to assist the Association within their own County. Delegates from one County may assist another County when formally requested and approved by the other County or the Association's Board..
- 4. The Delegates shall recommend matters to be placed before the Association Board and the membership at all Meetings.
- 5. Delegates must be a current member of VFPASNY or immediately obtain a membership in VFPASNY in order to be properly credentialed.
- 6. Each Department, Company, Squad, County and/or Region will continue to operate as its members see fit, with the goal of educating, training and developing its members in the best practices of Fire Police.

Article X Compensation

The membership shall be empowered to provide reasonable compensation. Upon Membership recommendation, the Board of Directors will approve reimbursement for reasonably incurred expenses.

Article XI Contracts, Instruments of Indebtedness, and Bank Deposits

1. Contracts. The Board of Directors, except as these By-Laws may otherwise provide, may authorize any Officer(s) or Agent(s), in the name of the Association, to enter into any contract or execute and deliver and instrument, and such authority may be general or confined to specific circumstances. Unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no Officer(s), Agent(s), or member(s) shall have the power or authority to bind

the Association by any contract or engagement or to pledge its credit or render it liable pecuniary in any amount for any purpose.

1.1 Conflicts of interest. A Director or Officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharge his/her duties with respect to any matter involving the conflict which comes before the Board or any committee: (b) prior to entering into any contract or transaction involving the conflict: (c) as soon as possible after the Director or officer learns of the conflict and (d) on the annual conflict of interest disclosure form. Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Association, and the arrangements are consistent with the best interests of the Association.

2. Loans. No loans shall be contracted on behalf of the Association unless specifically authorized by the Board of Directors.

3. Instruments of indebtedness: All instruments of indebtedness and all other such orders for the payment of monies out of the funds of the Association, and all notes or other evidences of indebtedness of the Association, shall be signed on behalf of the Association in such a manner as shall from time to time be determined by the Board of Directors.

4. Bank deposits. Any member receiving funds must turn over all funds received to the Treasurer in a timely manner, and receive a receipt for same. If, for some reason, as in the case of dues received by the Membership Secretary, funds cannot be turned over directly to the Treasurer, any member handling funds for the Association shall issue a receipt for any funds received, and shall include the receipt, (or copy of same) with any funds when turned over to the next person in that particular line of custody. All funds of the Association not otherwise employed shall be deposited immediately to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Article XII Amendments

These By-Laws may be amended, modified or repealed in whole or in part, by a two-third vote of the regular members at the Annual Meeting. The proposed amendment or revision may be submitted in writing at any meeting, by any member, but must be at least one meeting before the Fall Meeting. The By-Laws committee will review the proposal, write the amendment in what form is necessary to comply with the current By-Laws, and conduct a first reading. This allows for discussion and changes in writing to the proposal. The committee shall

then conduct a second reading that will allow discussion only. At this time the body may vote to move forward with the proposal, table the proposal, or withdraw the proposal, but no more changes can be made to the proposal. The final form of the By- Law amendment will then be posted on the Association web site, and added to the agenda of the annual meeting.

**Article XIII
Standard Operating Guidelines (SOG)**

The Association's Standard Operating Guidelines shall NOT be in conflict nor supersede these By-Laws. They are referenced herein since they are intended to supplement these By-Laws.

**Article XIV
Dissolution**

The Association may be dissolved by a two-thirds vote of the Board of Directors and a majority vote of the membership as provided for by Statute. Any assets remaining with the Association may be liquidated, disposed of, or distributed to a like-wise, not-for-profit association, or to The Firemen's Home.

**Article XV
VFPASNY Auxiliary**

The Association approves of and supports the formation of the VFPASNY Auxiliary whose members may include, but are not limited to the spouses of the members of the Volunteer Fire Police Association of the State of New York. Such Auxiliary may, but is not required, to make a report at the Annual meeting.

**Article XVI
Transition Document**

1. These new By-Laws are to be placed on the Election Ballot, in their entirety, so the voting pass process can be used. The Recording Secretary will be charged with creating and printing the ballot.
2. Officers for the 2010 Election will be according to the current By-Laws. Areas 1-9 will have elected their respective Vice-President prior to the convention. The President, Recording Secretary, Financial Secretary, Treasurer, Chief Chaplain, two (2) Sergeants-at-Arms, the Chairperson of Directors, the Editor and Supply Coordinator will be elected by ballot at the convention.
3. When the new By-Laws are approved, immediately following the official announcement of results of the election, the new officers will immediately proceed to Executive Session, and establish the Officers as per the new By-Laws

for the transition year 2010. All positions thus established will be for a term of one (1) year until the annual election in 2011.

3.1. The President will be as elected by ballot at the convention.

3.2. The Area Vice-Presidents will form the pool of candidates for the positions of 1st and 2nd Vice-President. The President will appoint the 1st and 2nd Vice-President with the approval of the old Executive Board (which consisted of the President, the Area Vice-Presidents, the Financial Secretary, the Treasurer, the Recording Secretary, the Chairperson of Directors, and Legal Counsel) plus the Chief Chaplain, Publication Editor, Sergeants at Arms, and Supply Coordinator, herein after referred to as the "Executive Board Plus". (NOTE: The recently elected Area Vice-Presidents will have been previously notified that they, upon election as Area Vice-Presidents, must immediately submit letters to the then current President, with copies to the chair of the Nominating Committee, stating their qualifications and reasons for consideration for the 1st and/or 2nd Vice-President positions in the transition year 2010. Approval shall be by the Executive Board Plus.)

3.3. The nine (9) State Directors (of the Board of Directors) will be selected by the Executive Board Plus from the remaining area Vice-Presidents, the Chairperson of Directors, and the Supply Coordinator.

3.4. The Immediate Past-President will be a State Director (of the Board of Directors) serving ex-officio.

3.5. The Recording Secretary will be as previously elected by ballot at the convention.

3.6. The Financial Secretary will be as previously elected by ballot at the convention, and the title will change to Membership Secretary.

3.7. The Treasurer will be as previously elected by ballot at the convention.

3.8. The Chief Chaplain will be as previously elected by ballot at the convention.

3.9. The two (2) Sergeants-at-Arms elected by the membership may remain in that position for the transition year; but they do serve at the pleasure of the President, and either one or both may be replaced if the President desires, with approval of the Board of Directors.

3.10. The positions of Chairperson-of-Directors and Supply Coordinator will be eliminated, and the two candidates previously elected by ballot at the convention will be eligible for two (2) positions on the Board of Directors, per section 3.3 above.

3.11. The Editor will be appointed by the new Board of Directors.

4. If an Area Vice-President chooses to not be considered for a seat on the Board of Directors, then the Region will be given sixty (60) days to select a candidate, who must have previously served one full year as a Director

representing a County. The method of selection will be left up to the Region. Upon selection, the Region will send a letter of introduction and endorsement of their candidate to the President, and that candidate will immediately assume a seat on the Board of Directors. If a Region fails to select a candidate, then the President will appoint a candidate from the Region's DAL's and/or Delegates (who previously served one full year as a Director representing a County.) If all else fails, the President, with approval of the Executive Board Plus, shall appoint a candidate from the DAL's of the general membership for the transition year 2010. Similarly, if the Chairperson of Directors and/or the Supply Coordinator chooses not to be considered for a seat on the Board of Directors, the President, with approval of the Executive Board Plus, shall appoint a candidate from the DAL's of the general membership for the transition year 2010.

5. Members with the previous title of Director will become a Delegate. Current county counts remain.

6. DAL's remain as Directors-at-Large, with the additional position of Delegate-at-Large, and shall have the duties and responsibilities, individually and/or in general, as determined by the President and/or Board of Directors. They are NOT members of the Board of Directors.

7. The election of officers in May of 2011 will be as prescribed in these By-Laws.

8. Article XVI, the "Transition Document" will expire just prior to the 2011 elections.

**Adopted by the membership at the Association's Annual Meeting
conducted on**

_____, replacing past By-Laws of the Association.

