

**Constitution & Bylaws**

**Constitution**

**Article I — Name**

Section 1. This organization shall be known as the "Hancock County Firefighters'

Association."

Section 2. The Hancock County Firefighters Association (HCFA) is organized within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

**Article II — Objective**

Section 1. The objective of this association shall be to promote an understanding and

working relationship between member departments, to assist in further education along the lines of firefighting and emergency services, to gather and disseminate information of interest to local fire departments and other safety forces, to provide a forum serving as a medium for exchange of ideas on common problems and activities, to establish and improve mutual aid, and to improve our service dedicated to protecting the lives and property of Hancock County citizens through cooperative spirit in the association.

**Article III** **— Membership**

Section 1. Any fire department, industrial brigade, EMS, law enforcement or the EMA

within Hancock County, Ohio or any other party to the Hancock County Fire Mutual Aid Agreement shall be eligible for voting membership.

Section 2. The Dues of the association shall be $100.00 per year, payable at the January meeting each year. Any member who does not pay by March 31st shall not be a member in good standing with the association, and will lose voting privileges until dues are current.

Section 3. The fiscal year of this association shall be from January 1 to December 31.

Section 4. Any individual or organization not defined in Section 1 shall be granted

associate membership status. Associate members shall not have voting privileges nor shall they hold office. Associate membership shall be granted upon a majority of two thirds (2/3) roll call vote of members present.

**Article IV** **— Officers**

Section 1. Officers of this association shall consist of President, Vice President,

Secretary and Treasurer.

Section 2. Election of officers will be held in the December meeting. A slate of officers

will be presented at the November meeting by a nominating committee appointed by

the president at the October meeting. Nominations will also be accepted from the floor at the November meeting.

Section 3. All officers shall be elected for a period of one year.

Section 4. In case of resignation or death of an officer, the president shall call for

nominations and an election to fill said vacancy at the regular or special meeting.

Section 5. Each association officer who shall be absent two (2) consecutive regular

meetings shall be presented to the organization on the 2nd regular meeting for a vote

of delinquency. Same to be declared by secret ballot, which must show majority of

two thirds (2/3) vote of all members present. Excused absences: Job responsibilities, sickness, vacation, and emergencies shall be excluded.

Section 6. When a member has been declared delinquent, he or she may make

application for reinstatement. The application is to be made in person if possible or in

writing to be considered. If he or she does not make application as mentioned, he or

she shall be removed from office.

Section 7. In the event that an officer cannot fulfill the obligation associated with the

position or is found delinquent, such officer will be relieved of the said office. Any

member in good standing with the organization may bring the issue up at a regular

meeting of the organization, at which time a committee consisting of two officers and

two members shall investigate the allegations and report back to the general

membership with their recommendations. At such time a remedy of resignation,

removal from office, or the recommendation no action to be taken will be brought

before the general membership in the form of a motion and subsequent vote.

**Article V — Duties of Officers**

Section 1. It shall be the duty of the President to preside at all meetings, to preserve

strict order and decorum during the meeting, to enforce the bylaws of the association

and allow proper discussion on a subject before a vote, to cast the deciding vote on

questions in case of a tie vote, and to promote the interest and welfare of the

association at all times.

Section 2. It shall be the duty of the Vice President to assist the President at all times

and in the absence of the President to assume his duties and preside at the meetings.

Section 3. It shall be the duty of the Secretary to record accurate minutes of the

transactions of the association, to read reports, communications and other documents presented to the association, to carry on communications and convey summons of the association, and to keep records of all of these mentioned.

Section 4. It shall be the duty of the Treasurer to receive all moneys and maintain an

accurate record of all receipts and disbursements of the association.

**Article VI ----** **Directors**

**Number and Qualification.** The Board of Directors shall consist of representative individuals who are current Voting Members of the HCFA. The Board of Directors shall consist of seven (7) members; the current President, Vice-President, Secretary and Treasurer; along with three (3) chief officers of member departments; all in good standing and current members of the HCFA.

**Election and Term.** At the December meeting of the Members of the HCFA, the Voting Members shall elect one (1) chief officer to serve on the Board of Directors created by the expired term of any Director. Each elected chief officer shall hold office for a term of three (3) years and until their successor is duly elected and qualified or until their earlier death, resignation or removal from office. Nothing in the Bylaws shall be construed to prevent any Director from serving consecutive terms as a Director. Any individual elected to fill a vacancy on the Board of Directors caused by resignation, removal or death of a director shall serve the remainder of the term of that Director.

Section 3. Resignation/Removal/Death. Any Director may resign at any time by giving written notice to the Secretary of the HCFA. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any Director may be removed at any time, with cause, by a vote by the majority of all the Directors currently serving on the Board of Directors.

A Director’s term of office shall automatically terminate upon the expiration of his/her membership in the HCFA or the death of the Director.

**Vacancies.** Vacancies on the Board of Directors due to death, removal or resignation may be filled at any time by action of the Voting Members. The person named to fill a vacancy shall serve the remainder of said term that they have been elected to.

**Meetings of Directors.** The Board of Directors shall hold an annual meeting at a time and place as determined by the Directors, and such additional meeting(s) as determined by the Board of Directors. At the annual meeting, the Board of Directors shall conduct such business as may come before the meeting of the Directors. Special meetings of the Board of Directors shall be called by one or more member(s) of the Board of Directors.

**Notice.** Notice of any meeting of the Board of Directors shall be given in accordance with Article XII of these Bylaws/Constitution to each Director.

**Quorum.** At all meetings of the Board of Directors, a majority of the Directors, then in office and entitled to vote on matters before the Board of Directors shall constitute a quorum for the transaction of business. At any meeting of the Directors at which a quorum is present, except as otherwise provided in the Bylaws, all questions and matters coming before the Directors shall be decided by a 50% vote of the Directors in attendance thereat.

**General Powers of the Directors.**

The Board of Directors will act as representatives of the Voting Members in matters relating to the HCFA / 501(c)(3) of the Internal Revenue Code of 1986.

Section 9. Action without Meeting. Any action which may be authorized or taken at a meeting of the Directors may be authorized or taken without a meeting in a writing or writings signed by all of the Directors who would be entitled to a notice of a meeting held for such purpose and entitled to vote at such meeting. Such action by written consent shall be filed with the minutes and records of the HCFA.

**Article VII — Time and Place of Meetings**

Section 1. The association shall meet on the second Tuesday of each month at 7:00 PM.

Section 2. The place of the meeting shall be designated by the "host" fire department

each month, and will be rotated to member departments on a yearly schedule.

Section 3. Special meetings may be called by the President. All members must be

notified at least five (5) days in advance by the Secretary.

Section 4. A majority of two-thirds (2/3) vote of the members present shall constitute a quorum.

**Article VIII** **— Representation**

Section 1. Each member shall be entitled to one (1) vote on all matters of business

pertaining to conduct of the association and its activities.

Section 2. Every member delegate and/or alternate shall be recognized only when

properly certified by his respective department.

Section 3. Any member may express an opinion from the floor after being properly

recognized by the President.

**Article IX** **— Order of Business**

Section 1. All meetings shall be conducted according to "Robert's Rules of Order."

Section 2. Any delegate wishing to voice an opinion will address the President and

receive permission before speaking.

Section 3. The President may exercise the authority to ask any member to be seated or leave the meeting should said member become too troublesome.

Section 4. Meeting shall be conducted in the following manner:

Call to order

Call roll of officers, members and associate members

Reading and approval of meeting minutes

Reading and approval of Treasurer's report

Reports of officers and committees

Reading of communications, notices, and bills

Unfinished business

New business

Nominations and elections

Good of the association

Place of next meeting

Adjournment

**Article X** **— Association Educational Scholarship**

This article is to establish a Scholarship Fund Committee to administer a fund,

designated by the members of the Hancock County Firefighters' Association, to provide a $500 scholarship toward an education in a fire related field, Law enforcement, or the medical field (i.e. EMS, Nursing, Medical Doctor, or any other related medical field). Such scholarship fund can be awarded to any High School graduate or GED holder that lives in the fire district of a member of The Hancock County Firefighters' Association in Ohio. This scholarship is made in memory of Frank Potts and Frank Parcher, both highly respected fire educators from Hancock County. The President will be responsible to serve as chairman of such scholarship committee, and as chairman, will appoint four (4) members to serve on this committee. Two (2) members will be representatives of the fire service, one (1) member will represent the emergency medical service and one (1) member will represent the law enforcement service. No two members will be from the same fire department. The appointment of the committee members shall be made by or at the March meeting of the Association each year. The review of applications and a determination of the selected recipient shall be made by the April meeting of the Association. The presentation of the scholarship shall be made at the June meeting of the Association. The money will be paid to an accredited school of the recipient's choice account in their name.

**ARTICLE XI --- Indemnification of Officers, Directors, Members**

To the extent permitted by Ohio law, HCFA shall indemnify any present or former Officer, Director or Member against expenses (including attorney’s fees), judgments, decrees, fines, penalties, amounts paid in settlement and other liabilities in connection with the defense of any pending or threatened action, suit, or preceding whether criminal, civil, administrative or investigative, to which such person is or could reasonably expect to be made a party, provided:

(a) that such person was not guilty of willful or wanton misconduct in the performance of their duty to the HCFA:

(b) that such person acted in good faith in what they reasonably believed to be the best interests of the HCFA; and

(c) that, in any matter the subject of a criminal action, suit, or proceeding, such person had no reasonable cause to believe that their conduct was unlawful.

The determination as to (a), (b) and (c) above shall be made:

(1) by a majority vote of a quorum of the Board of Directors consisting of said Directors who are not or were not parties to or threatened with such action, suit or proceeding; or

(2) if such a quorum is not available, or even if obtainable, if a majority of such quorum of disinterested Directors so directs, by a written opinion of an independent legal counsel to whom the matter may be referred by a majority of the Directors. Any independent counsel or a firm associated with the attorney shall not have performed services for the HCFA or any person to be indemnified within the past five years.

The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct set forth in this Article.

To the extent that any such person has been successful on the merits, on a procedural basis or otherwise, with respect to any such action, suit or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including reasonable attorneys’ fees, incurred in connection therewith regardless of the determination specified in the above paragraph of this Article.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to the Code, agreements, insurance coverage, or otherwise. The indemnification provided by this Article shall continue as to a person who has ceased to be a Member, Officer or Director and shall inure to the benefit of the heirs, executors and administrators of such person.

Irrespective of the provisions of this Article, the Board of Directors at any time or from time to time, may approve the indemnification of Members, Officers, Directors or other persons to the full extent permitted by the provisions of the Ohio General Nonprofit Corporation law at the time in effect, whether on account of past or future transactions.

The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Ohio shall not be construed as limiting any right of indemnification of any Member, Officer or Director which has accrued under an existing law. It is the intention of this provision that any liberalization of the law of the State of Ohio shall inure to the benefit of Members, Officers or Directors entitled to indemnification. No change in the law of Ohio decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effect of the remaining provisions of this Article shall not be affected.

**ARTICLE XII - Notices and Mailings**

Any notice required to be given by these Bylaws and/or Constitution shall be in writing and shall be delivered personally or sent by email or by USPS mail within seven (7) days of the scheduled meeting.

Notice of the time, date, place and purpose of any meeting of the Board of Directors may be waived either before or after such meeting has been held.

**Bylaws**

**Article I.** **Bylaws**

The By-laws of the association shall be equally binding with the constitution.

**Article II**. **Fund Appropriations**

No appropriations of any funds belonging to the association may be made or contracted except by authority of two thirds (2/3) vote of the members present at any meeting.

**Article III**. **Audit Committee**

The President shall appoint, at the regular November meeting, a committee of three to audit the accounts and books of the Treasurer by the end of the fiscal year.

**Article IV**. **Amendments**

Amendments to these by-laws and/or Constitution must be presented in writing at a

regular meeting of the association, and shall be held over for action until the next

scheduled (regular) meeting, at which time they may be adopted by a two thirds (2/3)

vote of the members present.

**Article V**. **Memorial Donations**

As funds permit, a memorial donation may be made in memory of active members in good standing or retired members who were active and in good standing during their years of service. A donation of twenty-five (25) dollars will be made to the organization of their choice. The chief of the member’s department must notify the association President of such passing for the donation to be given.

**Article VI**. **Life Members**

In effort to honor individual’s years of service and dedication to the association, Life

Memberships can be granted to individuals in good standing with the association upon retirement with a minimum of 25 years of membership. Nominations for Life Membership must be presented by a current member in good standing with the association. The nomination will be adopted by a majority of two thirds (2/3) roll call vote of members present.  
  
**Article VII. Disbandment**  
Should the Hancock County Firefighters Association ever disband/dissolve all moneys in this/their  treasury will go to the Local Chapter 501-C-3 Red Cross to be used within the County of Hancock  solely.