

FIRE MARSHALS' ASSOCIATION OF MISSOURI
CONSTITUTION AND BYLAWS
2023 EDITION
ADOPTED BY THE MEMBERSHIP AUGUST 17, 2023

ARTICLE I - NAME AND OBJECTIVES

Section 1. Name. This organization shall be known as the Fire Marshals' Association of Missouri, and is hereinafter referred to as the Association.

Section 2. Objectives. The objectives of the Association are: to provide for all those who live, work, or play in the State of Missouri, an environment free, as possible, from the dangers of fire or fire-related injuries; to provide a forum for discussing and solving mutual fire safety problems; to improve inspection and investigation practices; to generate favorable public support pertaining to fire safety issues; to help develop and support statewide codes and standards; and to educate the public on fire safety and accident prevention topics.

Section 3. Dissolution. Upon the dissolution of this organization, assets shall be distributed to one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II - OFFICERS

Section 1. The officers of this association shall consist of a President, Vice President, and Secretary/Treasurer (elected from the Regular Members roster), and the Immediate Past President.

Section 2. President

The President shall be the chief executive officer of this association, and shall hold the following responsibilities:

1. Preside over the Association's annual business meeting, and at regularly scheduled meetings of the board of directors, to ensure compliance with all regulations relating to the administration of the Association.
2. The President shall appoint all standing and special committees.
3. The President, at the annual business meeting, and at such times he deems proper, shall communicate matters to the membership, or to the Board of Directors, which tend to promote the welfare and increase the usefulness of the Association.
4. The President shall perform such other duties as are necessary incident to the office of the President, or as may be prescribed by the Board of Directors.

Section 3. Vice-President

The Vice-President shall hold the following responsibilities:

1. In the absence of the President, the Vice-President shall have all the powers and prerogatives of the President.
2. The Vice-President shall serve as the chairperson of the Finance Review Committee, and shall have such duties as prescribed by the Board of Directors, or these bylaws.

Section 4. Secretary/Treasurer

The Secretary/Treasurer shall hold the following responsibilities:

1. Record and keep a book documenting the proceedings of all meetings of the Association and Board of Directors, and shall distribute summary minutes, including names of those in attendance of said meetings, to all members of the Association.
2. Issue notices of meetings, and conduct any correspondence as deemed necessary by the President, Board of Directors, or these bylaws.
3. Periodically publish and distribute to Association members, bulletins containing items of professional interest and value, and record significant developments in the affairs of the Association, and its members.
4. Keep a register of the members of the Association, including names and email addresses, and shall forward said registry to all members annually.
5. Shall be the custodian, and a depositor of the funds of the Association, and be responsible for receiving, posting, and disbursing all monies of the Association.
6. Present a complete summary of all income, disbursement, and balances at all Board meetings.
7. Assist with presentation of the Finance Review Committee's report of Association accounts at the annual business meeting.
8. Collect all dues from Regular, Associate, and Retired members, which have been proposed by the Board of Directors, and have been approved by a majority vote of members present at the annual business meeting.
9. Assume any additional powers, and conduct such duties prescribed by the Board of Directors, or these bylaws.

Section 5. Immediate Past President

The Immediate Past President shall serve as the chairperson of the Election Committee, and when called upon, give advice and counsel to Association officers and Board of Directors.

ARTICLE III – MEMBERSHIP

Section 1. Regular Membership. Regular membership is reserved for any person having the responsibility for, or acts in an official capacity with: the enforcement of building- or fire-related codes, or state regulations regarding public health and safety; conducting inspections or investigations related to said codes and regulations; and presentation of public fire safety education.

- A. The number of regular members from any organization shall not be limited.
- B. Each regular member is entitled to attend meetings, and participate when permitted by Robert's Rules of Order.
- C. Yearly membership dues, as determined by the Board of Directors, and approved by membership, shall be paid on, or before December 31. Paid attendance to the Association's annual conference will automatically pay the member's yearly dues ~~for~~ from the date of the conference through the upcoming year.

Section 2. Associate Membership. Associate membership is reserved for any person, association, building product manufacturer, testing laboratory, engineer, or architect having an interest in: the enforcement of building-or fire-related codes, or state regulations regarding public health and safety; conducting inspections or investigations related to said codes and regulations; and presentation of public fire safety education.

- A. Application as an Associate Member shall be approved by a majority vote of the Board of Directors.
- B. Associate members are entitled to the same rights and privileges as a Regular member, with the exception of voting.
- C. The number of Associate members from any organization shall not be limited.
- D. Yearly membership dues, as determined by the Board of Directors, and approved by membership, shall be paid on, or before December 31. Paid attendance to the Association's annual conference as a vendor or regular attendee will automatically pay the member's yearly dues ~~for~~ from the date of the conference through the upcoming year. Making a charitable contribution equal to, or in excess of the yearly dues, or instructing during the annual conference will be considered payment of the following year's dues, as well.

Section 3. Honorary Life Membership. The Association may, by a majority vote of the Board of Directors, confer honorary life membership upon anyone qualified for membership, who has rendered distinctive service to the Association, or to its purpose. An honorary life member shall have all the rights and privileges of a Regular member without the payment of dues.

Section 4. Retired Members. Any former member of this Association who has retired.

- A. Retired members are non-voting members of the Association.
- B. Yearly membership dues, as determined by the Board of Directors, and approved by membership, shall be paid on, or before December 31. Paid attendance to the Association's

annual conference will automatically pay the member's yearly dues from the date of the conference through the upcoming year.

Section 5. Membership Termination. Association membership may be terminated by one of the following methods:

1. Voluntary withdrawal. This is a situation in which the member requests to rescind membership.
2. Non-payment of dues. Membership shall be terminated by the Secretary/Treasurer, after due notice, that such member is in arrears with payment of yearly membership dues, or any other obligation to the Association. Failure to remit payment with 90 days of due date, shall begin the process of termination.
3. Majority vote of the Board of Directors. The Board of Directors may censure or terminate membership of any member for the any of the following:
 - a. Said member falsified application for membership.
 - b. Said member has exuded behavior that is contrary to the good name or best interest of the Association.
 - c. Said member has exhibited traits of character or conduct inconsistent with the qualifications for membership in this Association.

When dealing with cases subject to this section, the Board of Directors shall provide said member with a hearing, due notice, and an opportunity to be heard. A majority of the Board of Directors present in a duly constituted meeting shall be sufficient to cause censure, or termination of membership, for any reason specified within this section.

Section 6. Appeal. The member terminated shall have the right to appeal the Board of Directors' decision for consideration by the entire membership present at the next meeting of the general membership. The appeal shall be submitted in writing to the Secretary/Treasurer, within thirty (30) days following termination.

Section 7. Reinstatement. Any former member may be reinstated in the Association at the discretion of, and by the consent of a majority of the Board of Directors, or after a successful appeal at the next general business meeting. However, if the former member was delinquent with yearly dues, or other financial obligations to the Association at the time of his separation, he shall be required to pay the Association all such arrears as a condition of reinstatement, unless the Board of Directors, by a majority vote and for good cause, shall waive the payment thereof.

ARTICLE IV-ELECTIONS, TERMS, AND OFFICES

Section 1. Eligibility for Office. Regular members of the Association shall be eligible to hold office under the following conditions.

- A. Must be an active member of the Association.
- B. Must be in good standing of the Association.
- C. To be eligible for the position of President or Vice-President, a member must be responsible for the enforcement or administration of laws and ordinances relating to fire prevention.

Section 2. Board of Directors. The Board of Directors shall consist of the Association President, Vice President, Secretary/Treasurer, Immediate Past President, the Missouri State Fire Marshal or appointed representative from his office and Regional Representatives. One Regional Representative from each of the following areas shall be elected to represent that region:

- A. The Kansas City metropolitan region (including the counties of Bates, Caldwell, Cass, Clay, Clinton, Jackson, Lafayette, Platte, and Ray).
- B. The St. Louis metropolitan region (including the counties of Franklin, Jefferson, Lincoln, St. Charles, St. Louis, St. Louis City, and Warren).
- C. The Springfield/Branson metropolitan region (including the counties of Christian, Dallas, Greene, Polk, Stone, Taney, and Webster).
- D. All areas of the state north of the Missouri River, but not included in the Kansas City or St. Louis metropolitan regions
- E. All areas of the state south of the Missouri River, but not included in the Kansas City, St. Louis, or Springfield/Branson metropolitan regions

All Board of Directors shall be Regular members of this Association. The Board of Directors: shall have supervision and control of the affairs of the Association; shall determine its policies, or change them within the limits of the bylaws; shall actively execute its objectives; and shall have discretion in the disbursement of Association funds.

Section 3. Terms of Office. Each duly elected officer shall serve a staggered term of two years, which are voted on as follows:

1. President: odd years
2. Vice-President: even years
3. Secretary/Treasurer: odd years

Remaining board members shall serve two-year terms, with elections as follows:

1. Kansas City, St. Louis, and Springfield/Branson metropolitan regions: even years
2. North Missouri and South Missouri regions: odd years

Section 4. Nominations. Nominations for office are collected by the Election Committee, and the process is detailed in Article VII, Section 4a.

Section 5. Election. The Association officers and Board of Directors shall be elected at the annual business meeting, with the following guidelines.

1. Election shall be by ballot only if there is a contest for office. When there is no contest for offices, the Secretary/Treasurer may be directed to cast one ballot for the slate nominated. In the event of balloting, three tellers shall be appointed by the President to receive the ballots for each position of officer and/or Board of Director. They shall canvass the ballots so cast, and announce the results to the presiding officer, who thereupon shall declare the members receiving a plurality of the votes cast elected to the respective offices.
2. The chairperson of the Bylaws Committee shall serve as Parliamentarian of elections.
3. In the event an officer is elected to an officer's position other than the position the person currently holds at the annual business meeting, then the vacated position shall be filled with an election to fill the vacancy created for the remainder of the term, at the time of the annual business meeting.
4. If a Regional Representative relocates to another part of the state, the President shall appoint a replacement to fill the remainder of the term.

Section 6. Removal from Office. The officers and Board of Director shall have the power to remove from office, by majority vote, any officer, board member, or member of the Association for any of the following:

1. Conduct or actions that tend to discredit or lead to disrepute of the Association.
2. For good cause submitted in writing by any member of the Association.

Any officer or member shall have the right to appeal. The appeal must be submitted in writing, to the President, via the Secretary/Treasurer, within thirty days following the removal.

Section 7. Absences. A Director shall be responsible for attending regularly scheduled meetings of the Board of Directors, and shall be accountable for those meetings missed. Any Director who fails to call the President, or designee, and report the inability to attend an upcoming meeting, shall be deemed unexcused. Furthermore, any Director that has more than two absences, excused or unexcused, within the fiscal year, shall be considered to have resigned. The remaining portion of that term shall be appointed in accordance with these bylaws.

Section 8. Vacant Offices. Upon receiving a resignation, notification of death, or removal from office pertaining to any officer or board member, the President shall have the power to appoint a Regular member of good standing, with the consent of the Board of Directors, to complete the remaining term of office left vacated until the next regular election.

Upon receiving a resignation or notification of death of the President, the Vice-President shall immediately assume the role of President. The President shall have the power to appoint a Regular member in good standing, with the consent of the Board of Directors, to complete the remaining term of the Vice-President until the next regular election.

ARTICLE V – MEETINGS

Section 1. Rules of meetings. The rules of parliamentary procedure, as explained in Robert’s Rules of Order, shall govern all meetings of this Association, and the chairperson of the Bylaws Committee shall be in charge of parliamentary procedure at said meetings.

Section 2. Location of meetings. Meetings may be held at a physical location, or via electronic means. If the meeting is held at a physical location, that facility must be fully protected by automatic fire sprinklers.

Section 3. Board Meetings.

1. Board of Directors meetings shall be held not less than quarterly. These meetings are open to the membership, and shall be held at such time and place as the Board of Directors decides.
2. The Association President shall serve as Chairman of the Board of Directors, and shall preside over all meetings of the Board.
3. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.
4. The Board of Directors shall meet upon the call of the President, at such times and places as he may designate, and shall be called upon to meet upon the demand of the majority of the membership of the Association.
5. When an issue arises that requires the immediate action of the Board of Directors, the President shall be permitted to ballot officers and directors by regular mail, fax, e-mail, or other electronic means.

Section 4. Notice of meetings. Notice of all meetings of the Board of Directors shall be sent by mail, email, or fax to each member of the Board of Directors, at least fourteen days in advance of said meeting. Any member of the Board of Directors may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of said meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the waiver of notice of said meeting.

Section 5. Order of Business. The official order of business for board meeting shall be as follows:

1. Call of meeting to order.
2. Reading and approval of the minutes of the previous meeting.
3. President’s report.
4. Vice-President’s report.
5. Financial report.
6. Report of Region Representatives
7. Election of officers and Regional Representatives.

8. Committee reports (standing and special).
9. Unfinished business.
10. New business.
11. Good of the order.
12. Adjournment.

Section 6. Annual Business Meeting. The Association shall hold an annual business meeting for all members. Annual business meetings shall be held in facilities that are fully protected with automatic fire sprinklers. In addition to normal Board of Director meetings, the annual business meeting will include the following:

1. Dues for Regular, Associate, and Retired memberships for the Association shall be proposed by the Board of Directors, and must be concurred by a majority vote of members present at the annual meeting.
2. The finance review committee, as appointed by the President, shall present an audit of the accounts of the Association at the annual business meeting, and shall verify all assets and liabilities.

ARTICLE VI – CHANGES TO BY-LAWS

Section 1. Proposed changes. Any proposed changes to the Constitution or by-laws of the Association shall be provided to all members, at least thirty days prior to a vote by the membership. It shall take a two-thirds majority of the attending members at any regular or special meeting of this Association to approve the changes. This is provided that a copy of any amendment proposed for consideration shall be e-mailed to the last recorded e-mail address for each member of the Association, along with the place, date, and time said vote shall be taken.

ARTICLE VII – COMMITTEES

Section 1. Appointment. The President, subject to the approval of the Board of Directors, shall appoint such standing and special committees, or subcommittees, as may be required by Association bylaws, or as he may deem necessary. Membership of all committees is at the pleasure of the President, and shall terminate upon the expiration of the appointing President's term.

Section 2. Committee types. There shall be two types of committees within the Association, Standing and Special. Standing committees are committees that are permanent in nature, and meet on a regular basis. Special committees are set up to handle a specific matter, usually having a limited number of members, and established for a limited period of time.

Section 3. Standing Committees. The following committees shall be considered Standing Committees:

1. **Legislative Committee.** This committee shall work where necessary to promote the objectives stated in Article I, Section 2 of these bylaws. The President shall appoint a chairperson, and as many members as he deems necessary to serve on this committee.
2. **Membership Committee.** The purpose of this committee is to promote the Association, with the intent of attracting new members, as well as retaining current members. The President shall appoint a chairperson, and as many members he deems necessary to this committee.
3. **Bylaws Committee.** The purpose of this committee shall be to periodically review the Association's constitution and bylaws, and suggest additions, deletions, or changes to the membership. The President shall appoint a chairperson, and as many members as he deems necessary to serve on this committee. The chairperson of this committee shall serve as the Association's Parliamentarian, as referenced in Article V, Section 1.
4. **Training Committee:** The purpose of this committee is to oversee the delivery of all Missouri Division of Fire Safety certification classes for Fire Inspector I, and Fire Inspector II. These duties are at the privilege of the Division of Fire Safety, and may include:
 - a. Scheduling and registering of classes
 - b. Scheduling of qualified instructors and evaluators as outlined in the Guide for Lead Instructor established by the Division of Fire Safety for approved course deliveries
 - c. Deliver classes on a statewide level
 - d. Process student records
 - e. Provide subject matter experts for the review of curriculum and updating testing instruments to the most current standard

Section 4. Special Committees. The following committees shall be considered Special Committees:

1. **Finance Review Committee.** The purpose of this committee is to conduct a yearly review of all Association accounts, and to verify all assets and liabilities. A report of the committee's findings shall be given to the membership at the annual business meeting. The President shall appoint the Vice-President and at least two other members to this committee. This committee should be formed during the first quarterly meeting of the year, and will dissolve after delivery of the report to membership.
2. **Election Committee.** The purpose of this committee is to oversee the nominations for offices, and to conduct the elections for said offices. This committee shall also preside over the counting of ballots regarding votes to the Association's constitution and bylaws.
 - a. **Annual Business Meeting.** The President shall appoint the Immediate Past President, and at least two, but no more than four additional members to this committee, no less than thirty days prior to the annual business meeting. Nominations may be submitted to the Election Committee from the time it is formed, until nominations from the floor at the annual business meeting have closed. The committee shall submit to the membership, a list of nominees to fill the expiring terms of officers and members of the Board of Directors, or fill the vacancy created by the resignation or removal of office of any such officer. At the time of election, the floor shall be opened for the purpose of additional nominations. Any member in good standing may make a nomination. This committee shall preside over the counting of ballots for each position. This committee shall dissolve after the annual business meeting.

- b. Changes to the Constitution and/or Bylaws.** An election committee shall be formed at any meeting in which a vote to approve any changes to the constitution or bylaws will occur. The President shall appoint the Immediate Past President, and at least two, but no more than four additional members to this committee. The committee's purpose is to preside over the voting, and count any ballots cast. This committee will dissolve after the meeting in question has adjourned.
- 3. Education Committee.** The purpose of this committee is to oversee the delivery of Association sponsored classes, other than Fire Inspector I, and Fire Inspector II.

ARTICLE 8 – USE OF ASSOCIATION LOGO

Section 1. Authorized Use. The use of the Association's official logo shall be limited to official documents, banners, tablecloths, posters, flyers, advertisements, etc. The board of directors may approve that the logo can be used on promotional items, such as clothing, office materials, gifts, etc.

ARTICLE 9 – ASSOCIATION SPONSORSHIP

Section 1. Sponsorship. Association sponsorship of classes, seminars, or other events, other than official Association events, shall be by majority affirmative vote of the board of directors.