

MISSOULA COUNTY FIRE PROTECTION ASSOCIATION BY-LAWS

ARTICLE I – NAME, MISSION, GOALS, CORPORATION

SECTION 1 – NAME: The name of this organization shall be the Missoula County Fire Protection Association (MCFPA).

SECTION 2 – MISSION: Educate the public on fire prevention and safety measures that can protect them, their property, and their environment and support the goals of membership agencies.

SECTION 3 – GOALS: Develop educational programs and materials focusing on both structural and wildland fire safety and prevention for Missoula County adults and children. Programs will be interagency supported.

SECTION 4 – INCORPORATION: This Association shall be incorporated in the State of Montana, as provided by law, as a Domestic Non-Profit Corporation.

ARTICLE II – BOARD OF DIRECTORS AND OFFICERS

SECTION 1 – BOARD: The Board of Directors of the Association shall consist of four (4) members, who must all be in good standing, nominated by the following:

- a) Missoula County Fire Warden's Office (one (1) Director)
- b) Wildland fire (Montana Department of Natural Resources and Conservation – DNRC) (one (1) Director)
- c) Structure fire departments/districts (two (2) Directors)

Each group is responsible for choosing a representative to serve in their seat on the Board. The chosen representatives shall be identified prior to, presented at, and voted on during the November meeting. Representatives may remain in place for successive and/or multiple years if desired by the individual and their group and approved by the membership.

SECTION 2 – BUSINESS: The Board shall conduct the business of the Association.

SECTION 3 – BOARD OF DIRECTORS QUORUM: A majority of the Board shall constitute a quorum for the transaction of business at any regular or special meetings of the Board. If less than a majority of the Directors are present at any such meeting a majority of those actually present may adjourn the meeting from time to time without further notice. If a tie-breaking vote is required, the Treasurer shall submit a vote.

SECTION 4 – OFFICERS: The Officers of this Association will be made up of the Directors, and shall consist of the Chair, Vice Chair, 2nd Vice Chair, and 3rd Vice Chair. Each board position will serve a one-year term and the position will rotate "up" annually (Vice Chair to Chair, 2nd Vice Chair to Vice Chair, 3rd Vice Chair to 2nd Vice Chair). The Secretary position will serve a one-year term and be a representative from and chosen by the USDA Forest Service.

SECTION 5 – APPOINTED POSITIONS: The **Treasurer** and **Public Information Officer (PIO)** shall be appointed by the Board. The Treasurer will serve a minimum two-year term. The Public Information Officer (PIO) shall be appointed by the Board and shall serve at the pleasure of the

Board. Appointed positions shall not have any voting privileges on the Board, except the Treasurer may vote as tiebreaker in the case of a Board tie.

SECTION 6 – TRANSITION: With the rotation of officers each year, the transfer of information to and training of incoming officers will occur in December.

SECTION 7 – REMOVAL: The Board shall have the power to remove from office any officer or member for the following:

- a) Conduct or actions that would tend to discredit or would be detrimental to the reputation of the Association.
- b) For good cause, as submitted in writing, by any officer of the organization.

Any Officer or member shall have the right to appeal, provided his/her request is received in writing within thirty (30) days following the removal. Appeal will be included in the next general membership meeting, where removed member can make their case for reinstatement. Appeal will be subject to vote with a simple majority to decide.

SECTION 8 – FILLING BOARD VACANCY: A vacancy occurring among the Board, for any reason other than by virtue of an increase in the number of board members, may be filled by the group being represented by the position being vacated.

ARTICLE III – DUTIES OF OFFICERS / POSITIONS

SECTION 1 – RECORDS: Each Officer is responsible for keeping accurate records of business and fiscal affairs while they hold office. Information is to be compiled into a secure online form and passed on to the next office holder. These records should be prepared for transfer by January 1 of each year.

SECTION 2 – CHAIR: Presiding Board member and chief liaison for the Association in all its affairs. Duties include calling, setting the agenda, and conducting business meetings of the Board and of the general membership. Assigns duties and tasks to other members of the Board and general members that will lead to the accomplishment of the Association goals. Establishes and maintains effective communication with other organizations engaged in common missions or goals of the Association. Shall oversee all communications to the organization. Chair will act as Association representative to the Missoula County LEPC or will identify a designee to do so.

SECTION 3 - VICE CHAIR: Acts for Chair or represents Association in Chair's absence and will organize and conduct the weekly fire danger meetings during fire season.

SECTION 4 – 2nd & 3rd VICE CHAIR: In the absence or inability of the Chair and Vice Chair, performs the duties of those positions as required.

SECTION 5 – SECRETARY: Takes and prepares minutes of the Board meetings and of the General Membership Meeting. Sees that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; is custodian of the corporate record; keeps a register containing contact information of each member, which shall be furnished upon demand to the Board; and in addition, shall perform all the duties incidental to the office of Secretary.

SECTION 6 – TREASURER: Keeps accurate accounting of all assessments, fees, checking, savings or other accounts and makes payments at the direction of the Board. Submits for board consideration all expenses incurred on behalf of the organization for which the individual is seeking reimbursement, which reimbursement must be approved by the majority of the board at a

board meeting. Prepares an annual summary of income and expenses for review at the first General Membership Meeting of the fiscal year (July). Upon request by any Association member, will provide documents concerning financial transactions.

SECTION 7 – PUBLIC INFORMATION OFFICER: Will serve as the spokesperson for the Association with media as needed. Provides notice and information to media regarding newsworthy Association activities and fire danger level changes. PIO will receive majority Board approval via email before sending out any news releases. PIO will also provide oversight for the Association website and social media platforms, working with Association vendors to maintain regular posting of relevant information as well as providing a user-friendly public interface for the dissemination of fire safety, preparedness, and prevention information. A vice PIO will also serve as a successor and stand-in as needed for the PIO. Both positions will be appointed by the Board.

ARTICLE IV – MEMBERSHIP

SECTION 1 – MEMBERSHIP REQUIREMENTS: Fire, emergency, and other related agencies in Missoula County with an interest in the purposes of the Association shall be considered eligible for membership.

SECTION 2 – VOTING REQUIREMENTS: All members shall be entitled to vote in any and all elections or upon any and all issues coming before the membership.

SECTION 3 – QUESTIONABLE CLASSIFICATION: Any and all disputes involving eligibility of membership shall be decided by a vote of the Board.

ARTICLE V – DUES & ASSESSMENTS

SECTION 1 – DUES: There shall be no dues assessed to any of the members of the Association.

SECTION 2 – SPECIAL ASSESSMENTS: The Board may, no more than one time per fiscal year, request all members to meet such assessments. If the assessments are not paid, the Board may elect to terminate all membership rights and such members may not vote or participate in the decisions of the Association. Assessments will be used in support of implementing educational programs or administrative needs of the Association.

ARTICLE VI – MEETINGS

SECTION 1 – MEMBERSHIP MEETINGS: General membership meetings shall take place on the 3rd Wednesday of odd months (January, March, May, July, September & November) at a location specified by the Board. The meeting schedule for each calendar year shall be set at the January meeting. Notice shall be sent to all members of the meeting schedule – and of any changes necessitated during the year. The meetings of the membership shall be open to all persons and shall be conducted in accordance with Robert's Rules of Order. Any issues brought before the membership shall be decided upon a simple majority vote of members.

SECTION 2 – SPECIAL MEETINGS: Special meetings of the Association may be called by the Board Chair, a majority of the Board, or by a written petition by members of the Association requesting a special meeting and identifying the purpose of the special meeting.

SECTION 3 – BOARD OF DIRECTORS MEETINGS: If a matter arises that requires an immediate decision by the board, the Board Chair may conduct an electronic board meeting (e.g.,

video, email, text, or phone) to present the matter for the board's consideration. Any decision made by the board in this fashion will be included as an agenda item on the next regular board meeting and ratified at the meeting so that the decision will be included in the minutes. Notice of any meeting of the Board shall be made in writing, at least three (3) days prior to the date set for any such meeting. If no response is received from a Board member, the Secretary shall make an effort to contact that member by phone or in person.

SECTION 4 – FIRE DANGER MEETINGS: During fire season, weekly meetings will be coordinated and conducted by the Vice Chair to discuss near term operations, forecasts, and resource availability, with the objective of setting Fire Danger and input to fire restrictions decisions. Dates, times, location, and method (in person, virtual, etc.) to be determined at the beginning of the fire season.

SECTION 5 – QUORUM: A quorum of the general membership is all the members present at a general membership meeting, as long as all members received a 14-day notice of the meeting, a publicized agenda, and notice of issues upon which voting decisions will be made. A quorum of the Board is a majority, i.e., one more than half of the number of positions on the board.

SECTION 6 – MAJORITY RULE: A majority affirmative vote of a quorum of the members (for general membership votes) or of the Board (for Board votes) shall constitute approval of action by the body.

ARTICLE VII – PROCEDURES

SECTION 1 – BUSINESS CONDUCT: The bylaws shall be used in conducting the business of the Association. Robert's Rules of Order may be used as a guideline for conducting board and membership meetings.

SECTION 2 – DECISIONS: Any member may make recommendations on any Association business. The General Membership must approve the following: bylaws, amendments to bylaws, and election of officers and board members.

SECTION 3 – ADMINISTRATIVE PROCEDURES: Procedures that affect administrative operation of the Association that are not specifically defined in these bylaws may be addressed in administrative procedures.

SECTION 4 – NEW PROGRAMS: Adoption of new Association programs or modifications to existing programs must be approved by the Board.

ARTICLE VIII – COMMITTEES

SECTION 1 – STANDING COMMITTEES: Standing committees shall be formed on a voluntary basis as defined below. Each committee will appoint internally a Committee Chair to serve for a term decided by the committee. Committee meetings may be called by the Committee Chair or by a simple majority of the members of that Committee. The Committee Chair will present committee decisions for review and approval by the Board.

- a) Community Preparedness Team (CPT): Responsible for prioritizing, planning, and implementing community preparedness outreach and education efforts. The CPT will work to create campaigns and resources available to local leaders to accomplish wildfire risk reduction efforts and support creation of fire adapted communities.
- b) Prevention & Education Team (PET): Works in conjunction with the CPT to provide design, coordination, and implementation for fire safety, fire readiness, and fire

prevention outreach and education programs throughout Missoula County. The Board will provide the PET with an operating budget annually.

- c) Structure Fire Team (SFT): Represents and serves structure fire departments' and members' needs. Designates two (2) Board members annually.
- d) Rural Fire Capacity Grant Team (RFCGT): Administers the annual Rural Fire Capacity Grant program for eligible, participating rural departments.

SECTION 2 – AD HOC COMMITTEES: The Board Chair shall appoint and dissolve such committees as are dictated by the needs of the Association. The Chair of an ad hoc committee shall be approved by the Board. Committee meetings may be called by the Committee Chair or by a simple majority of the members of that committee. The Committee Chair will present committee decisions for review and approval by the Board.

ARTICLE IX – AMENDMENTS TO BYLAWS

SECTION 1 – PROPOSED CHANGES: Recommended changes to the bylaws shall be submitted to the Board at least one month prior to a general membership meeting, and to the membership at least fourteen (14) days prior to a general membership meeting. Proposals can be initiated/submitted by the following:

- a) Board Member: Written proposal submitted to Chair.
- b) Membership Petition: Written petition signed by a minimum of ten (10) Association members.
- c) Bylaw Committee: When deemed necessary by the Board, the Chair will stand up the Bylaw Committee to work on suggested changes. Their proposal must meet the same timelines as other proposal avenues.

SECTION 2 – VOTING: Membership voting on bylaw amendments may be conducted in person, by ballot, or electronically, as determined by the Board.

SECTION 3 – MAJORITY VOTE AND ADVANCE NOTICE REQUIRED: Bylaws forwarded to the general membership may be amended by two-thirds (2/3) affirmative vote of the membership voting, provided membership have been given appropriate notice of the proposed amendment at least fourteen (14) days prior to the conclusion of voting.

SECTION 4 – EFFECTIVE DATE: Amendment(s) shall become effective immediately upon adoption by the general membership.

ARTICLE X CORPORATE PROPERTY (CONTRACTS, LOANS, CHECKS & DEPOSITS)

SECTION 1 – CORPORATE PROPERTY: The Board of this Association shall have a general authority to sell, lease, mortgage, exchange or otherwise dispose of the whole or any part of the property, both real and personal, and all assets of every kind and description of this corporation.

SECTION 2 – CONTRACTS: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation.

SECTION 3 – LOANS: No Loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized, in advance, by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 4 – CHECKS, DRAFTS, ETC.: All checks, drafts or other orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner as shall, from time to time, be determined by resolution of the Board.

SECTION 5 – DEPOSITS: All Funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board, from time to time, determines.

ARTICLE XI MISCELLANEOUS

SECTION 1 – FISCAL YEAR: The Association shall operate on a July 1 – June 30 fiscal year. Board of Directors and membership will coincide with the calendar year.

SECTION 2 – DISSOLUTION: Should the Association be dissolved, all its assets shall be transferred or given to qualified 501(c)3 benefiting the fire service.

SECTION 3 – BYLAWS ADOPTED: These revised and amended bylaws were approved and adopted May 17, 2023 as shown by the general membership meeting of the Association held in Frenchtown, Montana, and shall supersede all other bylaws promulgated therefore.

Chair: Ken Parks

Secretary: Anna Mae Henderson

Date: 12/4/2023