

**Constitution and Bylaws
Of the
North Eastern Ohio Fire Prevention Association
(N.E.O.F.P.A)
Revised December 2009**

Article I Name

- 1.1 The name of the association shall be: North Eastern Ohio Fire Prevention Association (N.E.O.F.P.A).

Article II Purpose

Section 1: Purpose

To promote education of its members, associates, contractors, and the general public in fire prevention activities fire protection practices, and fire investigation.

- 1.1 To create interest and involvement within the association among fire departments and fire safety organizations located in Northeastern Ohio.
- 1.2 To exchange ideas and information within the association as regards to fire prevention practices, fire protection vendors, standards and codes, and any other items deemed of interest to the association.
- 1.3 To encourage interest in fire protection, fire investigation, and prevention activities and practices.
- 1.4 To create a discussion of problems and generate solutions at regular meetings of the Association.

Article III Membership

Section 1: Active Membership

- 1.1 Active membership shall consist of any member of any fire department actively engaged in fire protection. Active members must remain current with their annual dues.

Section 2: Associate Membership

- 2.1 Associate membership shall consist of any person actively engaged in fire prevention activities, but not a member of a fire department. Associate members must remain current with their annual dues.

Section 3: Life Member

- 3.1 Any member of the North Eastern Ohio Fire Prevention Association in good standing who retires from the fire service, moves from the area, and for circumstances beyond his control, ceases to be a regular member, is eligible for a Life Membership. Life Membership shall be determined by the executive board.

Article III Membership (con't)

- 3.2 Life Member status shall be granted by a majority vote of the Executive Committee, and may similarly be revoked by a majority vote of the Executive Committee.
- 3.3 Life Member status shall allow those members to attend all meetings and functions of the association with benefits accorded active members.
- 3.4 Life Members shall be eligible to hold office or serve on the Executive Committee.

Section 4: Honorary Member

- 4.1 Honorary Membership shall be bestowed upon any individual as deemed worthy by the Executive Board.
- 4.2 An Honorary Member can be any person or persons out of the fire service who may be friendly to or an asset to the Association may become an honorary member.
- 4.2 This membership is good for a period of one year and may be revoked at any time by action of the body at any regular meeting for reasons of discredit to the Association or its membership.

Section 5: Membership requirements

- 5.1 Any person wishing to become a member of the North Eastern Ohio Fire Prevention Association shall submit an application to the Association's treasurer with the appropriate fee. The Executive Committee shall decide upon acceptance or rejection of the application. The Executive Committee may consult the body if they are unable to determine whether an applicant meets the criteria for acceptance. In the event that an applicant is not accepted, his/her fee shall be returned.

Section 6: Nondiscrimination

- 6.1 The North Eastern Ohio Fire Prevention Association supports and advocates nondiscrimination in the acceptance of its members. No person shall be denied membership for reasons of race, creed, sex, national origin, age, or other reason as is prohibited by law.

Section 7: Revocation of Membership

- 7.1 Any Member of the Association, who participates in illegal or highly unethical practices whether within the area of fire prevention or outside of it, may be removed from the membership by a vote of the membership, prompted by a motion from an Executive Committee member. A majority vote of members present at a regular meeting shall remove said member from the association. Any dues paid shall be forfeited.

Article IV Dues and Distribution Thereof

Section 1: Dues

- 1.1 Dues shall be Sixty (\$60) dollars per annum per person, payable in advance to the treasurer. Life members are exempt from dues payment.
- 1.2 Members joining the Association after the start of the fiscal year shall pay the annual amount.
- 1.3 All monies received for dues or any other monies received shall remain in the treasury subject to such disbursements and reimbursements to the treasurer as hereinafter provided.
- 1.4 Any member not paying his membership fee by April 1st in any year shall stand suspended until such payment is paid.

Article V Dissolution Clause

- 1.1 Should the Northeastern Ohio Fire Prevention Association cease to exist for any reason; then any and all funds and assets shall pass on to another non profit organization. At this time the Western Reserve Fire Museum (a non profit entity that promotes the same ideals as the NEOFPA) is the non-profit entity on record to receive all funds and assets from the NEOFPA should it cease to exist.

Article VI Officers and Their Duties

Section 1: There shall be a President, Vice-President, Secretary and a Treasurer.

Section 2: President presides

- 2.1 The President shall preside at all meetings of the Association and of the executive board if a board is so designated. He shall appoint any committee or committees necessary for the good of the association.

Section 3: Vice President presides

- 3.1 The Vice-President shall assist the President and promote the best interests of the Association and in the absence of the President shall serve in his stead. The Vice President will be charged with obtaining meeting locations and speakers as so needed for the benefit of the organization. The Vice President shall be an ad hoc member of any committees formed.
- 3.2 The Vice-President shall review the monthly financial report of the treasurer at each monthly meeting.

Section 4: Secretary

- 4.1 The Secretary shall keep a complete record of the proceedings and attendance of the Association meetings in a book/computer provided by the association, which book/computer shall be the property of the Association and shall be turned over to the Executive Committee immediately upon completion of his term of office. He shall perform all duties of the Secretary.

Article VI Officers and Their Duties cont.

- 4.2 The secretary shall review the monthly financial report of the treasurer at each monthly meeting.
- 4.3 The Secretary shall make the monthly treasure's report part of the monthly meeting minutes.
- 4.4 The Secretary shall maintain a separate log of all motions made, their voting, and the date, and retain them consistent with regular meeting minutes. The log will be posted on the web page for review by the membership.

Section 5: Treasurer

- 5.1 The treasurer shall receive all monies and record in a ledger provided for that purpose. The treasurer shall pay all bills on receipt of a statement of same. He shall receive and record all applications for membership in a file provided for that purpose. He shall record in the ledger all receipts and disbursements in detail. He shall present the books for audit at the closing of the fiscal year.
- 5.2 The treasurer shall keep a separate accounting of all monies received or disbursed through the Education Fund (educational fund monies can only be used for educational purposes). All physical assets shall become the permanent property of the Association.
- 5.3 Signing of checks shall be performed by the Treasurer. When a check is made out to the Treasurer, it shall be signed by the President, and in his absence, the Vice President.
- 5.4 The Treasurer shall make a report of all expenditures, deposits, and fund activity of the previous month at each monthly meeting. He shall meet with the Vice President and Secretary prior to the beginning of the monthly meeting and review the account activity of the previous month.

Section 6: Associate ,Honorary, and Life Members

- 6.1 Associate, Honorary and Life Members shall be entitled to hold the office of Vice President, Secretary, or Executive Committee only. Only one associate or Honorary or Life Member shall be eligible to hold a position at any given time.

Section 7: Officer Service

- 7.1 All officers shall serve until the expiration date (first meeting of the fiscal year) or duly replaced or newly elected officers shall have taken office.

Section 8: Stipends for officers

- 8.1 The Treasurer and Secretary are eligible for an annual stipend of \$125.00 for each year completed.
- 8.2 The stipend is to be paid at the December meeting of the Fiscal year.

Article VI Officers and Their Duties cont.

Section 9: Filling of Vacant office

- 9.1 If for any reason, any of the elected positions are vacated during their normal tenure, they may be filled in the following manner:
- 9.2 The next senior elected position may move up into the vacated position. For the purposes of this provision only seniority shall be determined as follows;
 1. President
 2. Vice President
 3. Treasurer
 4. Secretary
 5. Executive Committee Member Serving the longest
- 9.3 If a position is unfilled after the above method, then a special election shall be held to determine who is to fill the open position.

Article VII Nominations & Elections

Section 1: Procedure

- 1.1. Nominations shall be held at the November meeting of the fiscal year.
- 1.2. Additional nominations can be made, and elections shall be held, at the December meeting of the fiscal year.
- 1.3. Officers shall take office the first meeting the following January and each shall serve a term of two years.
- 1.4 The President and Treasurer terms shall begin in odd numbered years and the Vice President and Secretary terms shall begin in even numbered years.
- 1.5 No two members of any one fire department shall be allowed to hold an office in this Association during the same term.

Article VIII Executive Committee

Section 1: Executive Committee Members

- 1.1 The Executive Committee shall consist of the four (4) named officers in Article V, Section 1, together with three (3) members in good standing appointed at the first meeting of the fiscal year. The committee can be expanded by two additional members when determined by a majority vote of the officers for the benefit of the organization.
- 1.2 They shall have full authority to conduct the business of the Association between meetings and shall carry out any directives of the members assembled in all meetings. They shall set the amount of bond for the secretary and /or treasurer if the occasion may arise.
- 1.3 There can be no more than one member of any fire department serving on the Executive Committee at the same time.

- 1.4 Minutes shall be recorded and be kept in a manor consistent with regular meeting minutes.
- 1.5 The Executive Committee is authorized to spend up to \$500.00 for organization business without a vote of the membership. Full disclosure of expenditures shall be made to the body at the next regular association meeting.

Article IX Meetings, Quorum & Voting

Section 1: Regular meetings

- 1.1 Meetings shall be held on the first Monday of each month, at a time and place so prescribed by the President with the consent of the Executive Committee or members in assembly.
- 1.2 If the above-prescribed date falls on a holiday or other conflicting date, said meeting shall be moved to the Monday following.

Section 2: Quorums

- 2.1 Fifteen (15) active members shall constitute a quorum at any of the regular meetings. Four (4) members of the Executive Committee shall constitute a quorum in Executive Session.
- 2.2 Unless otherwise specified, a quorum being present, a majority vote of the assembled membership shall decide any question.

Section 3: Voting

- 3.1 Voting shall be any “aye” or “nay”, raising of the right or left hand or by closed ballot if the membership desires. The majority vote is considered affirmative.
- 3.2 The voting privilege shall be accorded active, associate, and honorary members that satisfy the requirements set forth herein.

Article IX Meetings, Quorum & Voting (con't)

Section 4: Rules of order

- 4.1 All meetings shall be conducted in accordance with Roberts Rules of Order.

Article X Discipline – Impeachment

Section 1: Procedure

- 1.1 Any officer found delinquent in his duties or dishonest in the conduct of the Association’s business may be dismissed by a two-thirds vote of the Executive Committee members present and by voting at any meeting, provided the officer so charged shall have been notified of said charges in writing, at least ten (10) days before said matter shall come before the Executive Committee.
- 1.2 The officer so accused shall be automatically suspended until adjudged innocent.

- 1.3 The same will apply to any member who has been found dishonest in his dealings with the Association or while representing the Association.

Article XI Amendments

Section 1: Amendment Procedure

- 1.1 Amendments to the Constitution and Bylaws may be made by a two-thirds vote of those voting at any meeting, providing that same shall have been presented to the Executive Committee at least thirty (30) days prior to the meeting and that notice has been given to the membership prior to the meeting.

Article XII Annual Meeting

Section 1: Time Period

- 1.1 The annual meeting shall be the first meeting of the fiscal year.
- 1.2 The fiscal year shall begin with January 1st each year.

Section 2: Official business

- 2.1 Official Business shall be acted upon at this meeting including the induction of officers and members elected to the Executive Committee.
- 2.2 An audit committee shall be appointed and who shall report their findings at the next regular meeting.
- 2.3 An outside financial auditing company shall be retained on a yearly basis and shall conduct a yearly review to confirm and maintain the organization's non-profit status with the state and IRS requirements. The company shall be determined by the executive board.

Article XIII Travel Cost Reimbursement Policy

Section 1: Travel Policy Statement

- 1.1 All members authorized to travel on NEOFPA business are entitled to a fair reimbursement for their travel costs incurred. This policy defines the ground rules for that reimbursement.

Section 2: General Guidelines

Travel and expenses shall be approved by the body at a regular monthly meeting prior to the travel.

- 2.1 Travel costs are reimbursed based on actual cost incurred except for the mileage allowance. This item is further described in the following paragraphs.
- 2.2 Travel advances may be requested and approved generally sixty (60) days in advance of scheduled trips. Advances are to be cleared within ninety (90) days after trips are complete.
- 2.3 The determination of whether to travel by air or ground transportation shall be determined by the executive board.

- 2.4 Authorized travel by automobile is reimbursable at the current posted allowances as defined by the government (GSA travel reimbursement rates). This mileage allowance covers the cost of gas, oil and maintenance. Road tolls paid and out-of-town parking costs are reimbursed with proper receipts.
- 2.5 Out-of-town travel by airplane shall be arranged at the lowest fare.
- 2.6 The actual cost of lodging will be reimbursed on the actual cost incurred. Discount rates available at most hotels to government employees should always be requested.
- 2.7 Supporting documentation must be presented for all travel costs incurred. Reimbursable cost not properly documented with proper receipts may not be reimbursed.
- 2.8 At the completion of each trip, a travel expense report itemizing travel cost by day and reconciling the total cost of the trip to the travel advance received, must be made. All original travel expense reports and documentation should be forwarded to the treasurer for processing.
- 2.9 When traveling on Association business, the cost of meals will be a per-diem of fifty dollars per day or based on the government GSA per-diem for geographical locations in the country, but no less than fifty dollars per day. Less than full day meals shall be reimbursed at actual cost.

NEOFPA By-Laws

1. All officers shall make a full report at the annual meeting.
2. Unless otherwise specified, a quorum being present, a majority vote of those voting shall decide any question.
3. There is to be no monthly meeting in August. When determined by the Executive Committee, an Annual Association event will be held in the month of August.
4. The association shall maintain a website (www.NEOFPA.org) as long as so deemed by the executive board and the membership.
5. The association is to maintain a scholarship fund in the amount of \$4,000. The scholarship fund shall be disbursed in accordance to the scholarship policy, and at the discretion of the Executive Board. All monies not dispersed for the given calendar year from the scholarship fund, will be returned to the general fund.
6. If in the opinion of the Executive Committee (by majority vote), that finances are sufficient, and that additional scholarship monies are requested and deemed worthy, then an additional \$1,000.00 may be utilized for scholarship purposes.
7. If in the opinion of the Executive Committee, that finances fall below the ability of the association to maintain the scholarship fund and conduct the regular business of the organization, the fund shall be suspended, and the monies returned to the general fund, until such time that the scholarship fund can be restored.

The constitution and bylaws are hereby adopted and approved in accordance with the requirements herein, and were voted on by the membership at the December 7, 2009 meeting.
As witnessed by the below signed officers.

John Coleman, President

John Desmarteau, Vice President

Shaun Lutz, Secretary

Jim Davis, Treasurer

**-NORTH EASTERN OHIO FIRE PREVENTION ASSOCIATION
POLICY ON CONFLICTS OF INTEREST**

It is in the best interest of the **North Eastern Ohio Fire Prevention Association**; herein after referred to as the “NEOFPA”, to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This policy is designed to help directors, officers, employees and volunteers of the **NEOFPA** with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in the **NEOFPA** operations.

1. **Defined.** In this policy, a person with a conflict of interest is referred to as an “interested person.” For purposes of this policy, the following circumstances shall be deemed to create a conflict of interest.
 - a. A director, officer, employees or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with the **NEOFPA** for goods or services.
 - b. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between the **NEOFPA** and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 - c. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the **NEOFPA**.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the **NEOFPA**.

2. **Definitions**

- a. A “conflict of interest” is any circumstance described in Part 1 of this policy.
- b. An “Interested Person” is any person serving as an office, employee or member of the board of directors of the **NEOFPA** or a major donor to the **NEOFPA** or anyone else who is in a position of control over the **NEOFPA** who has a personal interest that is in conflict with the interests of the **NEOFPA**.
- c. A “Family Member” is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.

2. **Definitions (con’t)**

- d. A “Material Financial Interest” in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an interested person’s or family member’s judgment with respect to transactions to which the entity is a party.
- e. A “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to the **NEOFPA** is not a contract or transaction.

3. **Procedures**

- a. Prior to board or committee action on a contract or transaction involving a, a director or committee member having a conflict of interest and who is in attendance at the meeting shall disclose all facts material to the conflict of interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as guest for purposes of disclosure.
- b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a conflict of interest shall disclose to the chair of the meeting all facts material to the conflict of interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a conflict of interest shall not participate in or be permitted to hear the board’s or committee’s discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- d. A person who has a conflict of interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the contract or transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person’s ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the board of directors of (name of nonprofit) has a conflict of interest when he or she stands for election as an office or for re-election as a member of the board of directors.

- e. Interested persons who are not members of the board of directors of the **NEOFPA**, or who have a conflict of interest with respect to a contract or transaction that is not the subject of board or committee action, shall disclose to their supervisor, or the chair or the chair's designee any. Such disclosure shall be made as soon as the conflict of interest is known to the interested person. The interested person shall refrain from any action that may affect the **NEOFPA** participation in such contract or transaction.

In the event it is not entirely clear that a conflict of interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the chair or the chair's designee, who shall determine whether full board discussion is warranted or whether there exists a conflict of interest that is subject to this policy.

- 4. **Confidentiality.** Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of the **NEOFPA**. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of the **NEOFPA** for their personal profit or advantage or the personal profit or advantage of their family member(s).

5. **Review of Policy**

- a. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this policy and to acknowledge in writing that he or she has done so.
- b. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which he/she is involved that he or she believes could contribute to a conflict of interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to the **NEOFPA**. Any such information regarding the business interests of a director, officer, employee or volunteer, or a family member thereof, shall be treated as confidential and shall generally be made available only to the chair, the executive director, and any committee appointed to address conflicts of interest, except to the extent additional disclosure is necessary in connection with the implementation of this policy.
- c. This policy shall be reviewed annually by each member of the board of directors. Any changes to the policy shall be communicated to all staff and volunteers.

**NORTH EASTERN OHIO FIRE PREVENTION ASSOCIATION
Basic Disclosure Form**

Date: _____

Name: _____

Position (volunteer/Board Member): _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between the **NEOFPA** and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____
2. _____
3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the policy of conflict of interest of the **NEOFPA**.

Signature: _____

Date: _____