Contents

ARTICLE I - GENERAL 4
Section 1.1 Name 4
Section 1.2 Mission 4
Section 1.3 Principal Office 4
Section 1.4 Purpose 4
Section 1.5 Code of Ethics 5
Section 1.6 Sanctioning of Members 6
ARTICLE II – MEMBERSHIP 7
Section 2.1 Membership Classification, Eligibility, Rights and Privileges 7
Section 2.2 Regular Members 7
Section 2.3 Associate Members 7
Section 2.4 Corporate Members 7
Section 2.5 Honorary Life Members 8
ARTICLE III – MEMBERSHIP FEES 9
Section 3.1 Membership Fees 9
Section 3.2 Special or Emergency Assessments 9
Section 3.3 Termination of Membership 9
ARTICLE IV – MEETINGS OF MEMBERS 11
Section 4.1 Annual Meeting 11
Section 4.2 Notification of Date, Time and Place 11
Section 4.3 Regional Meetings 11
ARTICLE V – OFFICERS 12
Section 5.1 Officers 12
Section 5.2 Elected Officers 12
Section 5.3 Appointed Directors 12
Section 5.4 Terms of Office 12
Section 5.5 Officer Vacancy 13
ARTICLE VI – DUTIES OF OFFICERS 14

Section 6.1 President 14
Section 6.2 Vice-President 14
Section 6.3 Immediate Past President 14
Section 6.4 Secretary / Treasurer 14
ARTICLE VII – DUTIES OF DIRECTORS 16
Section 7.1 Area Directors 16
Section 7.2 Section Directors 16
Section 7.3 Executive Director 19
ARTICLE VIII – BOARD OF DIRECTORS 20
Section 8.1 Board of Directors 20
Section 8.2 Qualification and Election 20
Section 8.3 Removal of Elected Officers 20
Section 8.5 Waiver of Notice 21
Section 8.6 Board of Directors Quorum 21
Section 8.7 Presiding Officer 21
Section 8.8 Order of Business and Rules of Procedure 21
Section 8.9 Emergency Action 22
Section 8.10 Executive Board 22
ARTICLE IX – DUTIES AND POWERS OF THE BOARD OF DIRECTORS 23
Section 9.1 Duties of the Board 23
Section 9.2 Powers and Responsibilities of the Board 23
Section 9.3 Review and Override 23
Section 9.4 Powers of the Executive Board 23
ARTICLE X – BUDGET 25
Section 10.1 Fiscal Period 25
Section 10.2 Budget 25
ARTICLE XI – ELECTIONS 26
Section 11.1 Voting Eligibility 26
Section 11.2 Nomination for Elected Office 26

Section 11.3 Balloting.....26
ARTICLE XII – AMENDMENTS TO BYLAWS.....28
Section 12.1 Two-thirds Affirmative Vote and Advance Notice Required.....28
ARTICLE XIII – COMMITTEES.....29
Section 13.1 Appointments.....29
Section 13.2 Committee Responsibilities.....29
Section 13.3 Special Committees.....30
ARTICLE XIV – POLITICAL ACTIVITY.....31
Section 14 Political Activity.....31
ARTICLE XV – MISCELLANEOUS.....32
Section 15.1 Sponsorship Funding.....32
Section 15.2 Reimbursement for Association Business.....32
Section 15.3 Indemnification.....32
Section 15.4 Records.....32
Section 15.5 Corporate Seal.....32

ARTICLE I - GENERAL

Section 1.1 Name

The name of this organization shall be Arizona Fire District Association, Inc., herein after referred to as AFDA or the Association.

Section 1.2 Mission

The mission of AFDA is to provide fire districts with opportunities that promote efficient, effective service through education and advocacy of legislation which improves the protection of lives and property of those we serve.

Section 1.3 Principal Office

The principal office of AFDA, for the transaction of its business, shall be in the State of Arizona as designated by the Board of Directors.

Section 1.4 Purpose

1. The purpose of AFDA shall be to operate as a non-profit corporation primarily for civic and educational purposes pursuant to Title 10, Chapter 5 of the Arizona Revised Statutes, as amended, and in compliance with Sections 501(a) and 501(c) of the Internal Revenue Code.

2. The business and affairs AFDA intend to conduct in the State of Arizona shall consist generally of:

    a) Assisting and educating administrators, elected officials, and member fire districts, and developing, promoting, and implementing policies and programs to enable districts to operate more efficiently and to better protect the lives and property located within their jurisdictions.

    b) Serving as an information center for member fire districts on all matters except with respect to providing professional legal advice.

    c) Educating the public generally, including key stakeholders specifically, on matters associated with the success and enhancement of fire, medical, and rescue services in local communities.

    d) Presenting a unified position on fire district issues.

e) Stimulating community understanding of Fire Districts and promoting the general welfare of the public through the use of Fire Districts.

f) Cooperating with Fire Districts in the development and improvement of Fire Districts.

g) Providing a means whereby the members of the Association can associate with each other in the furtherance of the purposes of the Association.

h) Doing such other things as necessary, from time to time, consistent with the stated purposes of the Association and in accordance with applicable federal and state law.

Section 1.5 Code of Ethics

The members of the Arizona Fire District Association hold themselves and each other to a high standard of ethical conduct. To guide AFDA members towards the highest ethical standards, the Association adheres to the following code of ethics:

- Be truthful and honest.
- Recognize that AFDA members typically serve in positions of public trust which imposes the responsibility to use publicly owned resources effectively, responsibly, and judiciously.
- Use information gained by virtue of the Association or member positions only for the benefit of those we are entrusted to serve.
- Conduct our personal affairs in such a manner that we cannot be improperly influenced in the performance of our duties.
- Refrain from financial investments or business that conflict with our responsibilities to the Association or our fire district positions.
- Ensure that the decisions we make are in the best interest of our community, our fire district, our employees, and the Association.
- Recognize the strength of collaborative effort.
- Approach grants and funding opportunities with need, benefit, fairness, and ethics as cornerstones.
- Seek no favor and accept no form of personal reward for influence or official action.
- Engage in no outside employment or professional activities that may impair or appear to be in conflict with our primary responsibilities as fire district officials and/or as members of AFDA.

- Aggressively address changes in the interest of service delivery effectiveness and safety.
- Support individual and professional growth in our fire district and/or AFDA.
- Support democratic principles.

Section 1.6 Sanctioning of Members

If it is clearly demonstrated to the Board of Directors that a member district or personnel from a member district has violated the intent of Section 1.5 or 1.6, then an affirmative majority vote of the Board of Directors may sanction that member district or the individual personnel from said district who are determined to be in violation. Sanctioning may include private censure, public censure, expulsion of said member district and/or barring of individual membership as determined appropriate by the Board of Directors.

ARTICLE II – MEMBERSHIP

Section 2.1 Membership Classification, Eligibility, Rights and Privileges

The membership classifications of this Association shall be regular, associate, corporate and honorary. Regular members are entitled to vote and to hold officer positions within the Association. Members whose dues are not current on February 28th may be removed from the membership roster.

Section 2.2 Regular Members

Regular membership in AFDA shall be limited to fire districts duly organized pursuant to the Arizona Revised Statutes who apply for membership and pay their dues. Only regular members who have paid and are current in their dues and have satisfied all other financial obligations to the Association shall be eligible to vote on AFDA matters.

Section 2.3 Associate Members

Other individuals, firms, corporations, associations, educational institutions, or government entities that have an interest in fire prevention, fire suppression and rescue services are eligible to become associate members upon application to and acceptance by the Board of Directors of AFDA. Such person shall become a member upon:

1) filing with the Association an application for membership; and
2) payment of the membership fee for the current year.

No associate member shall be eligible to vote on AFDA matters. Fire districts who qualify for membership under Section 2.2 may not be associate members.

Section 2.4 Corporate Members

Any firm, manufacturer, corporation or agency representing, producing or marketing products or services used by, or supporting, emergency service functions or activities shall be eligible for corporate membership. Such firms, manufacturers, corporations or agencies shall become a corporate member upon:

1) filing with the Association an application for membership; and
2) review and approval by the Board of Directors; and
3) payment of the corporate membership fee for the current year. No corporate member shall be eligible to vote on AFDA matters.

Section 2.5 Honorary Life Members

Honorary life membership may be conferred upon any person who has rendered conspicuous service to the Arizona Fire District Association, its aims and purposes. All candidates for honorary life membership must be nominated by a regular member of the Association and be unanimously approved by the Board of Directors at any duly noticed Board meeting. The Board of Directors may revoke honorary life membership as bestowed by a two-thirds (2/3) vote of the Board of Directors at any duly noticed Board of Directors' meeting.

ARTICLE III – MEMBERSHIP FEES

Section 3.1 Membership Fees

The annual dues for each member of the Association shall be determined by the Board of Directors during the annual budgeting process and modified after an affirmative majority vote of the Board of Directors at any duly noticed Board of Directors meeting.

Membership fees shall become delinquent on February 28th of each year. A 10% penalty may be assessed for any membership renewal submitted after February 28th. Fees are for the AFDA fiscal / business year and may be prorated at the discretion of the Board of Directors.

Regular Member Fees: Annual dues for regular members are payable by January 1st and shall become past due on February 28th of each year. Regular members not paying dues by February 28th will not be eligible to vote on any AFDA matters or hold elected or appointed positions within AFDA until such time as they have fully satisfied their financial obligations to the Association. Regular member fees are calculated based on assessed values within the district as set by the county assessor for the prior year.

Associate Member Fees: Associate members shall pay annual dues, as determined by the Board of Directors. Dues for associate members shall be payable by January 1st and shall be considered past due if not paid by February 28th.

Corporate Member Fees: Corporate members shall pay annual fees, as determined by the Board of Directors. Corporate member fees shall be for a period of one year following the payment of the appropriate fees. Specific benefits associated with each level of corporate membership will be established by the Board.

Section 3.2 Special or Emergency Assessments

Special or emergency assessments may be levied by the Board of Directors only if approved by vote of the members at an annual, regular or special meeting called for that purpose.

Section 3.3 Termination of Membership

Membership of any regular, associate, or corporate member shall terminate automatically, without further action, if such member's annual membership dues, or special or emergency assessments are not paid on or before the date established for payment by the Board of Directors, provided that the Board may allow for later payment in a particular case

or may establish generally applicable rules for later payments. The Board of Directors may refuse any application for membership, provided that written statement of the reasons for such refusal shall be provided to the party whose membership was refused at the written request of such party.

ARTICLE IV – MEETINGS OF MEMBERS

Section 4.1 Annual Meeting

A meeting of the members of the Association shall be held annually at such place and time as the Board of Directors shall designate in July of each calendar year. The annual business meeting shall be conducted in conjunction with the AFDA annual meeting of the membership, held in July of each year.

Section 4.2 Notification of Date, Time and Place

Notification of the place, date and time of the annual business meeting shall be provided to the membership at least 60 days prior to the determined dates.

Section 4.3 Regional Meetings

The Board or appropriate Area or Section Directors may arrange regional meetings as desired by the membership. Regional meetings are encouraged to allow discussion and possible solutions of mutual problems. A report should be made to the Board of Directors of any regional meetings.

ARTICLE V – OFFICERS

Section 5.1 Officers

The Officers of this Association shall be President, Vice-President, Secretary / Treasurer and the eight Area Directors as designated in Section 7.1.

Section 5.2 Elected Officers

The President, Vice-President and Secretary / Treasurer shall be elected from the current Officers or Section Directors of the Association by a majority of all eligible regular members casting ballots prior to the annual business meeting. If a current Officer or Section Director of the Association fails to run for President, Vice President or Secretary / Treasurer position(s), all eligible regular members would then be entitled to run for the open position(s) and shall be elected by a majority of all eligible regular members casting ballots prior to the annual business meeting. All Area Directors shall be elected by a majority of all eligible regular members, in each specific geographic area, casting ballots prior to the beginning of the annual business meeting.

Section 5.3 Appointed Directors

a) An Executive Director may be appointed by the Board of Directors and shall serve at the pleasure of the Board. The Executive Director shall serve as the Executive Officer of the Association. Subject to the directions of Board of Directors, he/she shall have general charge of the business and affairs of AFDA. The Executive Board shall establish performance goals for the Executive Director who shall demonstrate accomplishment of those goals during an annual performance review which will be reported during the annual business meeting.

b) The Section Directors, as set forth in Section 7.2, shall be appointed by the Board of Directors and shall serve at the pleasure of the Board.

Section 5.4 Terms of Office

Elections for Elected Officer positions shall be held prior to each annual meeting pursuant to Section 11.3. Elected Officers shall be elected for two (2) year staggered terms.

Elections for President shall be held on odd numbered years and elections for Vice President and Secretary / Treasurer shall be held on even numbered years. Area Directors shall also be elected for two (2) year staggered terms. Directors for Areas 1, 3, 5 and 7 shall be elected by the regular members in each geographic area (i.e. Area 1 member Districts vote for Area 1 Director, etc.) on odd numbered years. Directors for Areas 2, 4, 6 and 8 shall

be elected by the regular members in each geographic area (i.e. Area 2 member Districts vote for Area 2 Director, etc.) on even numbered years.

Members of the Board of Directors shall serve until resignation or removal or until successors shall be elected at a Board of Directors meeting. The terms of all elected officers shall begin upon the ratification of the election results by a motion of the Board of Directors and upon the adjournment of the annual business meeting following their election or appointment. Any Elected Officer who resigns, retires or terminates from active duty during his term of office shall be treated as having vacated their office.

Section 5.5 Officer Vacancy

A vacancy occurring in any office or Board position shall be filled for the unexpired term of that office by an affirmative majority vote of the Board of Directors.

ARTICLE VI – DUTIES OF OFFICERS

Section 6.1 President

The President shall serve as the Chair of the Board and shall preside at all meetings of the members and of the Board of Directors. In the absence of an Executive Director, the President shall serve as the Executive Officer of the Association.

The President may, from time to time, call special meetings of the members and of the Board of Directors whenever deemed proper to do so and shall also do so when a majority of the Board of Directors shall request him/her in writing to do so.

The President may sign and execute all other authorized contracts, or instruments in the name of AFDA. The President may execute, together with the Secretary / Treasurer, all authorized contracts, instruments or checks in the name of AFDA.

The President shall do and perform other such duties and have other such powers as, from time to time, may be assigned to him/her by the Board of Directors.

Section 6.2 Vice-President

In the absence of, or the inability of the President to act, the Vice-President shall perform all duties of that office and, when the President is presiding, shall assist that office in every way possible. Should a vacancy occur in the office of the President, the Vice-President shall at once assume all the duties and responsibilities of the President.

Section 6.3 Immediate Past President

The Immediate Past President shall serve as a member of the Board of Directors so long as the Immediate Past President meets the requirements of Section 8.2 Qualification and Election. If the Immediate Past President does not meet the fire district affiliation requirement as specified under Section 8.2, the AFDA Board by affirmative majority vote, may waive the fire district affiliation requirement to allow the Immediate Past President to serve as a member of the Board of Directors.

The Immediate Past President serves in an advisory capacity to the Board of Directors as an ex-officio non-voting member.

Section 6.4 Secretary / Treasurer

It shall be the duty of the Secretary / Treasurer to collect all monies due the Association from all sources and shall have custody of all the funds of the Association and all monies in his/her possession belonging to the Association shall be deposited under the name of the Association in a bank or financial institution approved by the Board of Directors. He/she

shall keep a true and accurate record of all monies received and disbursed and shall expend no funds except upon proper authorization. No officer or member shall incur any expenses in the name of the Association without the authority of the Board of Directors, except that the Secretary / Treasurer may incur, and be reimbursed for, the necessary expenses of his/her office. He/she shall close his/her annual report on the last day of the fiscal year and shall submit the same at the first board meeting thereafter. At the expiration of his/her term of office, he/she shall deliver to his/her successor all monies, books and documents with all vouchers and other property in his/her charge, belonging to or held in trust for AFDA. Annually, and within 120 days of the end of the fiscal year, the Secretary / Treasurer shall ensure that an independent audit of the financial records is performed. Certain functions of the Secretary / Treasurer may be provided through a private provider subject to approval by the Board. The Secretary / Treasurer shall monitor services provided through a private provider as directed by the President.

The Secretary / Treasurer shall serve as the Chair of the Nominating Committee as specified in Section 13.2 and is responsible to carry out the duties specified therein. The Secretary / Treasurer has oversight responsibility for AFDA elections conducted in accordance with these bylaws.

ARTICLE VII – DUTIES OF DIRECTORS

Section 7.1 Area Directors

The Area Directors shall be the liaison between the AFDA Board of Directors and the member districts in the prescribed area of representation as defined in the AFDA Bylaws. Duties shall include, but not be limited to, the following:

- Area Directors shall keep assigned member districts informed of the AFDA issues and assist these districts or refer them to the proper sources when questions or problems arise.
- Shall attend Board and other meetings as required by the Board of Directors or as described within AFDA Bylaws.
- Be an informational resource for assigned member districts, and report to the Board of Directors any news or information that is pertinent.
- Attend meetings and functions for these area districts as necessary.

There shall be eight (8) Area Director positions. Each of these eight positions shall be filled so as to represent districts over eight (8) geographical areas, namely:

- Area 1, which shall include all of Apache and Navajo Counties;
- Area 2, which shall include all of Cochise, Graham and Greenlee Counties;
- Area 3, which shall include all of Coconino County;
- Area 4, which shall include all of Pinal and Maricopa Counties;
- Area 5, which shall include all of Mohave, LaPaz and Yuma Counties;
- Area 6, which shall include all of Pima and Santa Cruz Counties;
- Area 7, which shall include all of Yavapai County; and
- Area 8, which shall include all of Gila County.

Area directors shall be nominated and elected by duly designated delegates of the regular member districts in the area to be represented.

Section 7.2 Section Directors

The Section Directors are appointed by the Board of Directors and shall be the liaison between the AFDA Board of Directors and the member districts in the prescribed area of representation. Section Directors do not have Board of Director voting privileges. Duties shall include, but not be limited to, the following;

Career Districts - Section Director

- The Career Districts' Section Director shall serve as a liaison between section membership and the AFDA Board of Directors.
- Shall represent all fire districts in Arizona with those issues surrounding career staffing.
- Shall keep their member districts informed of the issues that affect these districts and assist them or refer them to the proper sources when questions or problems arise.
- Shall attend Board meetings and other assigned meetings as required by the Board of Directors or as outlined in the AFDA Bylaws.
- Shall arrange meetings within their section to coincide with the AFDA conferences as necessary.
- Monitor changes in the laws and statutes affecting their section, and make sure information is passed on in a timely manner.
- Shall be an informational resource for their section. • Shall report to the Executive Board any news or information that is pertinent.

Combination Districts – Section Director

- The Combination Districts' Section Director shall serve as a liaison between section membership and the AFDA Board of Directors.
- Shall represent all fire districts in Arizona with those issues surrounding combination staffing.
- Shall keep their member districts informed of the issues that affect these districts and assist them or refer them to the proper sources when questions or problems arise.
- Shall attend Board meetings and other assigned meetings as required by the Board of Directors or as outlined in the AFDA Bylaws.
- Shall arrange meetings within their section to coincide with the AFDA conferences as necessary.
- Monitor changes in the laws and statutes affecting their section, and make sure information is passed on in a timely manner.
- Shall be an informational resource for their section.
- Shall report to the Executive Board any news or information that is pertinent.

Volunteer Districts – Section Director

- The Volunteer Districts' Section Director shall serve as a liaison between section membership and the AFDA Board of Directors.
- Shall represent all fire districts in Arizona with those issues surrounding volunteer staffing.

- Shall keep their member districts informed of the issues that affect these districts and assist them or refer them to the proper sources when questions or problems arise.
- Shall attend Board meetings and other assigned meetings as required by the Board of Directors or as outlined in the AFDA Bylaws.
- Shall arrange meetings within their section to coincide with the AFDA conferences as necessary.
- Monitor changes in the laws and statutes affecting their section, and make sure information is passed on in a timely manner.
- Shall be an informational resource for their section.
- Shall report to the Executive Board any news or information that is pertinent. Assure that all pertinent information is getting to them and, if it is not, they shall rectify the situation.

EMS – Section Director

- The EMS Section Director shall serve as a liaison between section membership and the AFDA Board of Directors.
- Shall serve as liaison for all fire districts in Arizona that offer emergency medical services.
- Shall keep their member districts informed of the issues that affect these districts and assist them or refer them to the proper sources when questions or problems arise.
- Shall attend Board meetings and other assigned meetings as required by the Board of Directors or as outlined in the AFDA Bylaws.
- Shall report to the Board of Directors on Arizona Department of Health Services activities and concerns as deemed necessary.
- Shall arrange meetings within their section to coincide with the AFDA conferences as necessary.
- Monitor changes in the laws and statutes by legislators and BEMS affecting their section, and make sure information is passed on in a timely manner.
- Monitor changes to any CON due to mergers or consolidation of services.
- Shall assist districts in their section that apply for a CON or that would like to start the process.

Administrative Professionals – Section Director

- The Administrative Professionals Section Director shall serve as a liaison between section membership and the AFDA Board of Directors.

- Shall represent fire service administrative professionals in all of the districts in Arizona.
- Shall develop, maintain, and distribute either electronically or in hard copy format, a section roster of the members of the section, the District they represent, and contact information.
- Shall keep the District members informed of the administrative issues that affect fire districts and assist them or refer them to the appropriate sources when questions or problems arise.
- Shall attend Board meetings and other assigned meetings as required by the Board of Directors or as outlined in the AFDA Bylaws.
- Shall arrange meetings within their section to coincide with the AFDA conferences as necessary.
- Shall establish any subcommittees and task forces necessary to accomplish section goals and ensure effective communications with section members, the AFDA Board of Directors, and fire district members as appropriate.
- Monitor changes in the laws and statutes affecting their section, and make sure information is passed on in a timely manner.
- Shall report to the Executive Board any news or information that is pertinent. Assure that all pertinent information is getting to them and, if it is not, they shall rectify the situation.
- Shall act as an informational resource for the section.

Section 7.3 Executive Director

The Executive Director shall assist the Board of Directors in conducting the business of the Association as specified by contract. The Executive Director will ensure that a complete record of the proceedings of the Association and its Board of Directors has been maintained. He/she shall also ensure that a true and correct record between the Association and its members has been filed. The Executive Director shall also assist the Board of Directors in the development of corporate partnerships, member benefits, and business initiatives as well as monitoring the services provided through private providers as directed by the Board of Directors.

ARTICLE VIII – BOARD OF DIRECTORS

Section 8.1 Board of Directors

The Board of Directors of AFDA shall be comprised of the immediate past president and Elected Officers of the Association. The business and affairs of AFDA shall be conducted by the Board of Directors, who may exercise on behalf of AFDA all of the powers of a non-profit corporation not expressly prohibited by state or federal law or as otherwise limited by the Association's Articles or Bylaws. Except for immediate past president, within thirty (30) days after any Director or Officer ceases to represent a regular member district, said Director or Officer will be treated as having vacated that position.

Section 8.2 Qualification and Election

All Elected Officers (except for the position of Immediate Past President) shall be a Board member, fire chief, or employee of a qualified regular member district in good standing. Section Directors may, but need not be, the duly appointed delegate of the qualified regular member district. All elected officers must be regular member voting delegates as defined in Section 11.1.

Section 8.3 Removal of Elected Officers

The regular membership may remove an elected officer by a two-thirds (2/3) majority vote of the membership of the Association. Notification and voting under this section shall be conducted in accordance with Section 11.3 as described for Bylaw changes.

Section 8.4 Board of Directors' Meetings

The Board of Directors, and such other members of the Association as the President may deem appropriate for the proper transaction of business, will convene at least quarterly at such time and place as designated by the President. The President shall also convene a meeting when requested in writing by a majority of members of the Board of Directors. In that event, a minimum of seven (7) days notification will be provided to all Board Members.

Notice of any general meeting of the Board of Directors, stating the time and, in general terms, the purpose or purposes thereof, shall be posted on the AFDA website and emailed to all of the Board of Directors at least five (5) days in advance of the meeting. Notice of any special meeting of the Board of Directors, stating the time and, in general terms, the purpose or purposes thereof, shall be posted on the AFDA website, emailed, or personally delivered to all of the officers at least seven (7) days prior to the meeting provided.

The Board of Directors shall conduct meetings and keep the books and records of AFDA at such place or places as they may from time to time determine. Board of Directors'

meetings, whether regular or special, may be held by means of telephonic conference or other audio or audiovisual communications equipment to allow all persons participating in the meeting to hear one another. Participation in this manner shall constitute presence in person for the purpose of the meeting.

Section 8.5 Waiver of Notice

Any member of the Board of Directors or the Executive Board shall be deemed to have waived noticed of a meeting if consent to that effect is executed, or if said member is actually in attendance.

Section 8.6 Board of Directors Quorum

A majority of the entire Board of Directors, or the Executive Board, as may be the case, is required to constitute a quorum for the transaction of business. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8.7 Presiding Officer

At all meetings of the Board of Directors or Executive Board, the President, or in his or her absence, the Vice President, or in both of their absences, a chair chosen by the officers present, shall preside.

Section 8.8 Order of Business and Rules of Procedure

The order of business shall be, but is not limited to:

1. Roll call
2. Affirmation of a quorum
3. Approval of the prior meeting minutes
4. Guest speakers
5. Financial reports
6. Area and Section Director Reports
7. Good and Welfare
8. Old Business
9. New Business
10. Adjournment

The presiding officer shall determine the rules of procedure for any meeting. Comments in the order of business may be limited at the discretion of the chair.

Section 8.9 Emergency Action

The Board President may, in lieu of a special Board meeting, or in lieu of a special Executive Board meeting, poll the voting Board members, or the Executive Board members, as the case may be, on a particular issue where, in the President's judgment, immediate action is necessary, and it would be impractical to notice a meeting of the Governing Board. In those circumstances, the Board President may put a question to each voting Board member, in writing, with a request that each such member respond in writing (by letter, e-mail, or fax). If there is not adequate time to solicit a written response, or in the event a voting Board member does not have the ability to communicate through e-mail or fax, the Board President may solicit input from that Board member by telephone. In the event the President elects to use either of the abbreviated method of soliciting votes as described above, the Board President shall summarize in writing the Board President's justification for taking that action, and shall provide each member of the Board (voting and non-voting) with a written summary of the Board President's rationale, the issue presented to the voting Board members, and the outcome of the vote.

Section 8.10 Executive Board

The Executive Board shall consist of the President, Vice-President, and Secretary / Treasurer. The Immediate Past President and the Executive Director shall serve on the Executive Board in an advisory capacity as ex-officio non-voting members.

ARTICLE IX – DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 9.1 Duties of the Board

It shall be the duty of the Board of Directors to conduct all business of the Association not otherwise provided for by these Bylaws.

Section 9.2 Powers and Responsibilities of the Board

The Board of Directors shall have and exercise all powers and duties necessary for the proper conduct and administration of the affairs of the Association, and shall also have such powers and duties, including, but not limited to, the following:

Overseeing the general affairs of AFDA.

Adopting and approving an operating budget for AFDA each fiscal year.

Purchasing and/or arranging for such services, machinery, equipment, materials, and supplies as, in the opinion of the Board of Directors, may, from time to time, be necessary for the proper operation and maintenance of AFDA.

Contracting, employing, or retaining professional services and fixing their compensation whenever such professional advice or services may be deemed necessary by the Board of Directors.

Taking such other actions and approving such expenditures as it deems to be in the best interests of AFDA or its members.

The Board shall perform such other duties and exert such other powers as required and authorized in these Bylaws or by the Association membership.

Section 9.3 Review and Override

Any action of the Board of Directors will be subject to review by the regular members of the Association. A special meeting or election can be called by a majority of the regular members in good standing with the Association. A two-thirds vote of the regular membership shall override any action taken by the Board of Directors. A two-thirds (2/3) affirmative vote of regular members of the Association can remove any elected officer. Notification and voting under this section shall be conducted in accordance with Section 11.1 as described for Bylaw changes.

Section 9.4 Powers of the Executive Board

The Executive Board shall have the power to take such actions as may be necessary to resolve or address issues of an emergency nature, including an authorization of needed

expenditures, if waiting until a meeting of the full Board of Directors would be prohibitive, or in the president's discretion, unnecessary. Actions taken by the Executive Board will be presented to the Board of Directors for review and discussion at their next regular meeting.

ARTICLE X – BUDGET

Section 10.1 Fiscal Period

The fiscal year of AFDA shall begin on the first day of January and end on the last day of December each year.

Section 10.2 Budget

With recommendations from the Secretary / Treasurer, the Board of Directors shall adopt an annual budget covering all activities of AFDA, including Membership Fee amounts.

ARTICLE XI – ELECTIONS

Section 11.1 Voting Eligibility

Each regular member district whose membership fees are current and that is in good standing with AFDA shall have a total of one (1) vote. The voting delegate shall be a resident of the regular member district, but no such delegate may be an agent, employee, officer or director of a person, corporation or other entity that contracts with the district for fire suppression, fire prevention or rescue services. The foregoing shall not prevent a direct employee of a regular member district, such as the hired or appointed chief, from being appointed as the delegate for that district, even if that employee does not reside within the boundaries of that regular member district.

Section 11.2 Nomination for Elected Office

The Board of Directors shall establish the nominating period for AFDA elected office to begin no more than seventy-five days before the annual business and membership meeting and to coincide with the balloting requirements of Section 11.3. The nominating period shall be 30-days and notice provided to all member fire districts. A candidate for any open elected office shall present to the Chair of the Nomination Committee a letter of willingness to serve and a letter from his/her supervisor supporting his/her candidacy. Each candidate shall also submit a photo, professional biography and candidate platform to be distributed to the regular members and posted on the Association website as a part of the election process. The biography and candidate platform may not exceed 400 words total.

The Nominating Committee shall approve all candidates for elected office and is responsible for the appropriate conduct of the election and any questions related thereto. Due to the large time commitment required of both the AFDA President and Vice-President positions, qualified employees from regular member districts must, by form of a motion or resolution, obtain authorization from their respective Fire District Boards prior to being approved as candidates by the Nominating Committee.

Section 11.3 Balloting

Balloting for Elected Officers and Bylaw changes may be conducted through a mail ballot, an electronic ballot, or other voting process approved by the Board of Directors.

The balloting for Elected Officers shall be conducted over a 30-day period, as established by the Board of Directors, which must be concluded prior to the start of the annual business meeting. The candidate for Elected Office receiving a majority of the eligible votes received by the established closing date shall be elected.

Balloting for Bylaw changes shall be conducted over a 30-day period following appropriate notice as outlined in Section 12.1. A Bylaw change must receive a 2/3 majority of the eligible votes received to be approved. The results of the election shall be published on the Association website within 5 days of the closing of balloting.

ARTICLE XII – AMENDMENTS TO BYLAWS

Section 12.1 Two-thirds Affirmative Vote and Advance Notice Required

The Bylaws may be amended or repealed and new Bylaws may be adopted at any time following a recommendation by the Board of Directors followed by a two-thirds (2/3) affirmative vote of regular members voting provided the regular members of the Association have been given a minimum of 30 days notice in writing and/or 60 days notice via the AFDA website.

Balloting on any proposed Bylaw change shall be conducted in accordance with Section 11.3. A current version of the Association Bylaws shall be maintained on the Association website at all times.

ARTICLE XIII – COMMITTEES

Section 13.1 Appointments

The Board of Directors shall appoint members to the following Standing Committees: Nominating, Legislative, and Education and Conference/Education and Audit.

The President may appoint other special committees from time to time on any subject deemed necessary for the benefit of AFDA. The specific roles and responsibilities of the Standing and Special Committees shall be as determined and directed by the Board of Directors.

The chairperson of each Standing Committee may appoint members as needed to assist with committee duties. Committee members shall serve at the pleasure of the Board of Directors. The President and the Executive Director of AFDA shall be ex-officio members of all committees.

Section 13.2 Committee Responsibilities

The duties of each standing committee identified in Section 13.1 shall be as follows:

Legislative Committee

The Legislative Committee shall receive ideas, suggestions or requests from the membership on all issues of public policy and shall develop those matters into formal proposals which are advantageous for the Association. The Committee shall request that the Board of Directors review and approve any proposal prior to dissemination. The committee shall regularly meet to receive reports from Association representatives of any proposed legislation, regulation or public policy affecting fire districts. As necessary, the committee may establish or cause to be established a separate, independent Association position of support or opposition to proposals of other organizations. This committee shall be chaired by the Vice President of AFDA.

Nominating Committee

The Nominating Committee shall prepare a list of nominees for Elected Officer positions of the Association and for membership on the Board of Directors as vacancies occur. The committee shall consist of three (3) members in good standing. The Nominating Committee shall be chaired by the Secretary / Treasurer of AFDA. The Secretary / Treasurer has oversight responsibility for AFDA elections conducted in accordance with these Bylaws.

The Nominating Committee shall prepare a list of nominees for Elected Officer positions of the Association and for membership on the Board of Directors as vacancies occur. The committee shall consist of three (3) members in good standing. The Nominating Committee shall be chaired by the Immediate Past President of AFDA.

Education and Conference Committee

The Education and Conference Committee shall be in charge of educational activities designed to assist fire districts pursuant to these Bylaws and the Arizona Revised Statutes. The Committee organizes and provides input regarding the educational aspect of AFDA. The Committee evaluates educational feedback surveys to determine successes and areas for improvement. The Committee receives input for future topics to be presented and designs class offerings for upcoming conferences. The Committee assists with the identification and securing of quality instructors. The AFDA certification program falls under the authority of the Committee. Once courses and instructors are established, instructor contact information, class descriptions, and instructor logistical needs are provided to the conference coordinator. The Education and Conference Committee shall be responsible for directing all aspects of the Association's training conferences and associated meetings. The Education and Conference Committee shall be chaired by the Executive Director of AFDA.

Section 13.3 Special Committees

Special committees may be appointed by the Board of Directors for such special tasks as circumstances warrant. Special committees shall limit their activities to the accomplishment of the task for which they are appointed and shall have no power to act except as may be specifically conferred by the President or other Assigned Officers. Upon completing the task or tasks for which they have been appointed, the special committees shall stand discharged.

ARTICLE XIV – POLITICAL ACTIVITY

Section 14 Political Activity

The Association shall not endorse political candidates, advocate for or against ballot propositions or use Association resources for electioneering activity. The Association may sponsor a state or federal separate segregated committee. Members and other persons or organizations seeking the involvement of the Association in electioneering activity shall be referred to the separate segregated committee.

ARTICLE XV – MISCELLANEOUS

Section 15.1 Sponsorship Funding

The Association may, at its discretion, seek and/or accept sponsorship funding from corporations, foundations or agencies for specific purposes or for general support of AFDA, so long as consistent with statutory and regulatory authority of the Association.

Section 15.2 Reimbursement for Association Business

Individual Board members and Section Directors, Committee Members, and individuals working on the Board Members' behalf, may receive reimbursement for reasonable and actual expenses incurred during the performance of their duties. Expenditures shall be pre-approved, to the extent possible, by the Secretary / Treasurer. Documentation, including proof of expenditure, shall be submitted to the Secretary / Treasurer for review and reimbursement.

Section 15.3 Indemnification

AFDA shall indemnify its officers, employees and agents to the fullest extent permitted by law.

Section 15.4 Records

All minutes, records, receipts and other data of the various boards, committees or agencies of the Association shall remain the permanent property of AFDA.

Section 15.5 Corporate Seal

The Board of Directors may provide a suitable corporate seal containing the name of the Association, which shall be retained by the President of AFDA.