

BY-LAWS OF N.C. SOCIETY OF FIRE RESCUE INSTRUCTORS

PREAMBLE

We, the members of the North Carolina Fire Rescue Services charged with the administration, promotion and duty of training, and recognizing the specialized requirements necessary for efficient fire protection/rescue operations, do hereby associate ourselves together to form a society to be known as the NORTH CAROLINA SOCIETY FIRE RESCUE INSTRUCTORS for the purpose of evaluating and promoting better emergency Fire Rescue protection practices, prepare emergency personnel as thoroughly as possible, provide accepted standards of safety, and, when possible, provide through training programs opportunity for all emergency protection personnel to develop better understanding and ability in fire protection/rescue in all its branches.

TITLE

This organization shall be known as the NORTH CAROLINA SOCIETY OF FIRE RESCUE INSTRUCTORS.

OBJECTIVES

Section 1: The Objectives of this society shall be:

- A. To assist in the development of Fire Rescue Instructors.
- B. To provide the means for continuous professional development of Fire Rescue Instructors.
- C. To participate in the development and maintenance of uniform professional standards for the Fire Rescue Instructors.
- D. To promote the importance of the role of the Fire Rescue Instructors in the total Fire Rescue Protection organization.
- E. To promote and assist in the training/education of the Fire Rescue service.

OFFICES

Section 1: Principal Office of the Corporation shall be located at address of the executive director.

Section 2: The registered office of the Corporation required by law to be maintained in the state of North Carolina may be, but need not be, identical with the principle office.

Section 3: The Corporation may have other offices at such other places, either within or without the stat of North Carolina as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE 1: MEMBERS

1. **MEMBERSHIP:** There shall be five (5) categories of members, namely:

- A. Active Member
- B. Affiliate Member
- C. Honorary Member
- D. Sustaining Member
- E. Life Member

2. **ACTIVE MEMBER:** Those eligible to become Active member shall by individuals actively engaged full time or part time in Fire Rescue training or education or who are certified by a state, county or municipal Director of Fire Rescue Training and who subscribes to and practices the code of ethics of the Society. This class of membership shall be eligible for all rights, privileges and benefits of the Society.

3. **AFFILIATE MEMBER:** Those eligible to become Affiliate members, shall be individuals who are not eligible to be Active members but who are interested in and support the objectives and the code of ethics of the Society. This class of membership shall not be eligible for voting rights, or individual benefits of the Society.

4. **HONORARY MEMBER;** Those eligible to become Honorary members shall be individuals who, in the determination of the members of the Society acting on recommendation of the Board of Directors, are individuals of outstanding prominence and who have made significant contribution to the field of Fire Rescue Training. This class of membership shall not be eligible for voting rights, or individual benefits of the Society.

5. **SUSTAINING MEMBER;** Those eligible to become Sustaining members shall be firms, corporations, institutions, societies, associations, boards, bureaus, commissions, etc. wishing to assist in attaining the objectives of the Society. This class of membership shall not be eligible for voting rights, or individual benefits of the Society.
6. **LIFE MEMBERS:** Those eligible to become Life members are Active members who, in the determination of the Membership Committee, have made outstanding contributions to the advancement of the Society and who, for these contributions, are conferred Life Membership by a vote of the Society members. This class of membership shall be eligible for all rights, privileges and benefits of the Society.
7. **ADMISSION TO MEMBERSHIP:** Application for membership, or for change in class of membership, shall be mailed to the Executive Director who shall forward the applications to the Membership Committee. If applicant shows they are currently an approved state instructor by DOI or OEMS or they submit a letter of recommendation by the Chief of their department the application may be approved by the Executive Director on receipt of this information and the required dues. The Membership Committee shall have the authority to request additional information on the qualifications of the applicant and determine their value, if in their opinion such information is necessary to qualify a candidate for membership. If the applicant meets the requirements for membership, the Membership Committee shall then vote on the application.
8. **RESCISSION OF MEMBERSHIP:** The Membership Committee may recommend to the Board of Directors rescission of any member for any reason deemed by the Committee not to be in the best interest of the Society, including nonpayment of dues, after a hearing, if requested.
9. **MEMBERSHIP DUES;** Membership application fee and annual dues shall be set by the Board of Directors for all members except Life members. Sustaining membership dues shall be set by the Board of Directors. Any member not paying his/her annual dues by the beginning of the second quarter shall be declared delinquent and all rights and privileges of said member shall be suspended until all dues are paid and member is declared in good standing by the Executive Director. Only members whose dues are current shall be eligible to vote on Society business and receive benefit from the benevolent brotherhood.

ARTICLE II: MEETINGS OF MEMBERS

1. **ANNUAL MEETING:** An annual meeting of the Society shall be held for the election of officers and the transaction of other business relating to the affairs of the Society. The Annual Meeting shall be held in the first or second calendar quarter of the year at a time and place selected by the Board of Directors.
2. **REGULAR MEETING:** Regular meeting of the Society shall be established by the Board of Directors at a time and place to be determined by the Board.
3. **SPECIAL MEETINGS:** A special meeting may be called by the President, or by a majority of the Board of Directors, or shall be called on written application of at least 25 members to the Board of Directors. No business other than that stated in the notice of the Special Meeting shall be conducted thereat.
4. **QUORUM:** In order to transact business at any meeting of the Society, those members present shall be considered a Quorum.
5. **VOTING:** Only Active and Life members in good standing shall be entitled to vote. Amendment of the Articles of Incorporation or By-Laws shall require thirty (30) day written notice and the affirmative vote of two-thirds of the voting members present at the meeting at which such amendment is properly considered. In the event an urgent issue arises which necessitates a vote by the membership, and such question is not sufficient importance to summon an emergency meeting of the Society, the President shall have the authority to instruct the Executive Director to have printed and mailed to each member entitled to vote, a ballot, and to name a date upon which such ballot shall be returned to the Executive Director. The President shall instruct the Executive Director and one other Board member to count the ballots and declare the results to the President. The Executive Director shall preserve the ballots until the close of the next spring meeting in case a recount should be requested.
6. **NOTICES:** Notice of meetings of the Society shall be mailed to all members in good standing not less than thirty (30) days prior to the scheduled meeting date. Notification by electronic means (i.e. web site) email blast shall meet this requirement.
7. **RULES OF ORDER:** Unless otherwise provided, 'ROBERT'S RULES OF ORDER (REVISED)' shall govern the transactions of business at the meetings.

ARTICLE III: OFFICERS

1. NUMBER: The officers of this Society shall consist of a President, 1st Vice President, 2nd Vice President, Recording Secretary, and Executive Director when appointed.
2. ELECTION AND QUALIFICATION: The members of the Society at the annual spring meeting shall elect The Officers of the Society for a two (2) year term. No President or Vice-President shall serve more than two consecutive terms in any such elected offices. All officers shall be Active or Life members in good standing of the Society.
3. VACANCIES: Any Officer that has two consecutive unexcused absences from board meetings shall be removed from Office. In the event of a vacancy occurring among the officers of the Society, the President, with the approval of the majority of the Board of Directors, shall appoint an Active or Life member in good standing to fill that vacancy until a replacement is duly nominated and elected.
5. THE PRESIDENT: The President shall be the chief executive officer, and as such be the official representative and spokesman for the Society. He shall preside at meetings of the Society and of the Board of Directors. He shall, subject to the approval of the Board, authorize and appoint such regular and special committees as are required or desirable to carry on the affairs of the Society. He shall report to the Society at the Annual Meeting in respect to the affairs of the Society and shall perform such additional duties as may be assigned from time to time by the Board of Directors.
6. VICE PRESIDENT(s): At the request of the President, or in the event of his absence or disability, the 1st Vice President may perform any and all of the duties and shall possess all of the powers of the President and shall have other powers and perform such other duties as the Board of Directors or the President from time to time determines to the extent authorized by law. The 1st Vice President shall also serve as Chairman of the Program Committee for all meetings. The 2nd Vice President shall assist the 1st Vice President on Program Committee.
7. DUTIES OF RECORDING SECRETARY: The Recording Secretary of the Society shall keep accurate records of the proceedings of each meeting.
8. DUTIES OF THE EXECUTIVE DIRECTOR: The President shall appoint the person to fill this position and he shall serve at the pleasure of the Board of Directors. The Executive Director of the Society shall conduct the business of the Society and shall see that all bills contracted in the name of the Society and approved are promptly paid, suggest assessments whenever monies are required to defray expenses of the Society.

ARTICLE IV: NOMINATION OF OFFICERS

1. NOMINATING: There shall be a Nominating Committee consisting of three (3) members with the Chairman being appointed by the President of the Society. It shall be the duty of the Nominating Committee, through its Chairman, to report, in writing, to the Executive Director of the Society at least forty-five (45) days prior to the annual meeting those members the Committee recommends for the Officers of the Society. The Executive Director shall report it to the membership at least thirty (30) days prior to the annual meeting. The nomination of candidates for office shall be made to the Nominating Committee. Nomination of candidates for office may also be made from the floor by members in good standing of the Society. Elections of Society officers shall be by secret ballot. It shall be the duty of the Nominating Committee to count the ballots and advise the Recording Secretary of the Society, in writing, the names of those persons elected as Society officers for the next year.

ARTICLE V: BOARD of DIRECTORS

- 1, GENERAL POWERS: The business and affairs of the Corporation shall be supervised by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the power of the Corporation shall be vested in the Board of Directors.
2. NUMBER, TERM, and QUALIFICATIONS: The number of directors constituting the Board of Directors shall be at least three. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor shall have been elected and qualified. All of the Board of Directors shall be active members of the Society.
3. ELECTION of DIRECTORS: 4 Directors/Officers shall be elected at the annual of the members at which a quorum is present by a majority vote of the members then present. These directors positions shall shall consist of the President, 1st Vice President, 2nd Vice President and Recording Secretary.
4. SELECTION of DIRECTORS: The President, 1st Vice President and 2nd Vice President shall select 1 Director each for a total of three (3) Directors. One Director shall be from the Eastern Region, one from the Piedmont region and one from the Western region. The Society Representatives on the state Fire Rescue Commission and the State

Certification Board shall fill two additional directors positions on the Board. The past President of the Society shall also serve as a voting member of the board. The Chaplin shall serve as an Ex-Official member of the Board. Each Director selected shall hold office until his successor is selected and qualifies.

5. REMOVAL and VACANIES: Directors may be removed from office at any time with or without cause by the members by such vote as would be required to elect a member of the Board of Directors. Any Board member that has missed two consecutive unexcused absences from board meetings shall be removed from Office. In the event of a vacancy occurring among the officers of the Society, the President with the approval of the majority of the Board of Directors, shall appoint an Active member to fill that vacancy until a replacement is duly nominated and elected.

6. CHAIRMAN of the BOARD: There shall be a Chairman and Vice-Chairman of the Board of Directors. These positions shall be filled by the President and 1st Vice President as elected by the membership. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The Chairman and Vice-Chairman shall be the Officers of the Corporation.

7. COMPENSATION: The Board of Directors may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board of Directors. This shall not preclude directors from serving the Corporation in other capacities.

ARTICLE VI: MEETINGS of DIRECTORS

1. ANNUAL MEETINGS: The Annual meeting of the Board of Directors shall be held at 1:00 o'clock p.m. on the Super Bowl Sunday in the month of January of each year, for the purpose of the transacting of any business properly brought before the Board of Directors. If the day fixed for the annual meeting shall be a legal holiday, the meeting shall be held on the next succeeding day that is not a legal holiday. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting .

2 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two directors.

3 PLACE of MEETINGS: The annual meeting or any special meeting of the Board of Directors may be held at the principal office of the Corporation or at such other place, within North Carolina, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office .

4 NOTICE of MEETINGS: The Executive Director shall give notice of each annual meeting of the Board of Directors by mailing such notice to each director at least ten days before the meeting . The Chairman or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Executive Director to give notice) by mailing such notice to each director a least three days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

5 WAIVER of NOTICE: Any director may waive notice of any meeting, either before or after the meeting. Written waiver of notice shall be filed by the Executive Director with the corporate records or as part of the minutes of the meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6 QUORM: A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

7 MANNER of ACTING: Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

8 PRESUMPTION of ASSENT: A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he files written

dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

9 INFORMAL ACTION by DIRECTORS: Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

10 PARTICIPATION by TELEPHONE: Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

ARTICLE VII: COMMITTEES

1, COMMITTEES of DIRECTORS: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in this resolution, shall have and exercise the authority of the Board of Directors, in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation adopting a plan of merger or adopting of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

2. OTHER COMMITTEES: Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Members of each such committee shall be members of the Corporation, and the Chairman of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

3. TERM of OFFICE: Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4. CHAIRMAN: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

5. VACANCIES: Vacancies in the membership of any committee may be filled by appointments made in the same manner.

6. QUORUM: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7. RULES: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

8. NORTH CAROLINA FIRE RESCUE COMMISSION MEMBER: At the request of the Fire Rescue Commission, two (2) names will be submitted by the President for appointment as the Society representative to the Fire Rescue Commission. This appointment will be for three (3) years. The Commission member shall also serve on the Board of Directors of the Society.

9. NORTH CAROLINA FIRE RESCUE CERTIFICATION BOARD MEMBER: At the request of the Fire Rescue Commission, two (2) names will be submitted by the President for appointment as the Society representative to the Fire Rescue Certification Board. This appointment will be for three (3) years. The Certification Board member shall also serve on the Board of Directors of the Society.

ARTICLE VIII: CONTRACTS, LOANS, AND DEPOSITS:

1. **CONTRACTS:** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. **LOANS:** No loans shall be contracted on behalf of the Corporation and no evidences or indebtednesses shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. **CHECKS and DRAFTS:** All checks, drafts or other orders for the payment of money 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 of Directors.
4. **DEPOSITS:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories, as the Board of Directors shall direct.

ARTICLE IX: GENERAL PROVISIONS

1. **AMENDMENT OF THE BY-LAWS:** The By-Laws of the Society may be amended at a regular meeting of the Society by two-thirds vote of the members present, providing such amendment or amendments shall have been presented at the previous regular meeting of the Society.
2. **SEAL:** The Corporate Seal of the Corporation shall consist of two (2) concentric circles between which the name of the Corporation and in the center of which is inscribed SEAL, and such Seal, as impressed on the margin hereof, is hereby adopted as the Corporate Seal of the Corporation
3. **WAIVER OF NOTICE:** Whenever any notice is required to be given to any member or Director under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the Charter or By-Laws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
4. **FISCAL YEAR:** Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from January 1 to December 31.
5. **OPERATING BUDGET:** An operating budget for the upcoming year shall be prepared by the Finance Committee to be submitted to the board for their approval at a date set by the Board.
6. The order of business of meetings of members and Directors shall be as follows:
 - a. Roll Call
 - b. Reading and approval or correction of the Minutes of the last meeting
 - c. Report of Directors
 - d. Report of Treasurer
 - e. Report of Committees
 - f. New Business
 - g. Unfinished business
 - h. Elections
 - i. Adjournment

SUBMITTED TO SOCIETY ON August , 2011
APPROVED BY THE MEMBERSHIP May 2012

REWRITE DATE: JULY 25,1978
REWRITE DATE: APRIL 16, 1982
REWRITE DATE: SEPTEMBER 18, 1987
REWRITE DATE: OCTOBER 15, 1994
REWRITE DATE: NOVEMBER 9, 2001
REWRITE DATE: APRIL 19, 2002
REWRITE DATE: AUGUST 24, 2007