

Bylaws of Mt. Erie Firefighter Association

Approved by unanimous vote at the 2023-07-17 MEFFA membership meeting, including a majority of the current board and additional members.

Name

The name of the Association shall be **Mt. Erie Firefighter Association**.

Mission

The purpose of the Association shall be to support the volunteers and community of Skagit County Fire District 11.

Definitions

In these bylaws:

- **Association:** shall mean Mt. Erie Firefighter Association.
- **Written notice or notice in writing:** shall mean notice by physical mail, email, or the posting of a written notice at both Mt. Erie Fire stations.
- **Quorum:** always mean at least a third of a given group is present.
 - For example, a **quorum** of the membership requires that at least one third of members (counting any Association members serving as Board members) are present.
- **Department member:** shall mean a member in good standing of the Skagit County Fire District 11 Fire Department.
- A **synchronous meeting:** is one where participants can converse with each other in real time. A synchronous meeting may occur in person or electronically using means such as an electronic meeting software or a phone call. For a meeting to occur, a majority of the Board must be present.
- An **open meeting:** shall mean a synchronous meeting open to all members of the Association.
- A **closed meeting:** shall mean a synchronous meeting open only to Board members.

- The **Board of Directors (Board)**: shall be a group of at least three Association members responsible for management of the Association and for running and communicating about meetings.

Membership

- **Eligibility**: Department members are eligible for Association membership and may become members of the Association by payment of annual dues, due in January of each year. Members of the Mt. Erie Firefighter Association in good standing and with dues paid are henceforth referred to as "Association members."
 - Members of the households of department members are also eligible for membership.
 - Anyone wishing to be an Association member must agree to share an email address for written communication related to the Association.
- **Membership**: All Association members are entitled to attend regular meetings of the Association and any special meetings called by the Board of Directors that are open meetings. Association members will be given full voting rights and enjoy all privileges of membership in the Association.
- **Dues**: Dues shall be proposed and voted upon annually. This vote shall take place during the December meeting and take effect the following fiscal year.
- **Voting**: Each Association member shall have one vote and can cast their vote in person, or electronically if the vote is open to a digital quorum. The meeting minutes shall reflect voting members present at each meeting and any electronic votes.
- **Membership resignation**: Any Association member may withdraw from membership in this Association by giving written notice to the President of such resignation. Resigning members do not have dues reimbursed or pro-rated except by agreement of the Board. Resigning members no longer have voting rights.
- **Membership suspension**: Membership and all rights thereunder in this Association may be suspended in any case of willful violation of any of the provision of the by-laws of this Association. Suspension of membership will go into effect immediately upon agreement of a majority of the Board. Suspension will continue pending a formal revocation vote. Suspension may last a maximum of 60 days before it is brought to a revocation vote to make suspension permanent.
- **Membership Revocation**
 - Membership in the Association shall be automatically and immediately revoked upon loss of department membership for any reason except:

- In the case of retirement of a department member in good standing, or
- Where the Board votes to maintain the Association membership.
- Membership and all rights thereunder in this Association may be suspended or revoked, with or without cause, by a two-thirds majority vote of the membership present at any meeting of the Association where at least seven (7) days' written notice has been provided to members of the intent to revoke. The Association member shall have a right to reasonable hearing regarding the membership revocation.
- If other members of the revoked Association member's household are members of the Association but *not* members of the department, their membership shall be automatically revoked unless otherwise agreed by the Board
- **New member information:** Each new Association member shall receive a copy of the bylaws, receipt (including digital receipt) of which shall constitute an agreement to abide by them.
- **Duties of members:** It shall be the duty of each Association member to provide their fellow department members a social and recreational fellowship, to promote goodwill throughout the community, to promote public safety, and to support the objectives of the Association, including through meeting attendance.

Board

- **Composition and eligibility:**
 - The Board of Directors ("Board") shall always have at least three members, nominated and elected from the full voting membership. The holders of these positions will be referred to as "Board members" to avoid confusion with Me. Erie Fire Department officers.
 - At a minimum, the Board must fill the positions of: President, Secretary, and Treasurer.
 - Additional Board positions, with or without specific responsibilities, may be established by majority vote of the Board, up to a maximum size of 11 positions.
 - Board positions may also be removed by majority vote of the Board, with the reduction taking place at the next Board election.
 - Board members must be members in good standing of the Association.
- **Responsibilities:** Only the Board shall have the ability, by a majority vote, to bind the Association for the purposes of legal arrangements or contracts, including the

opening or closing of bank accounts. The Board shall be responsible for management decisions that must be made between regular membership meetings and for any other responsibilities deemed appropriate by the membership. All substantive acts of the Board shall be communicated to the members (in person or in writing) by the end of the next regular meeting. Additionally, certain Board members have specific responsibilities, as follows:

- **President:**
 - The President shall serve as the chief executive officer of the Association.
 - The President shall preside over meetings of the Association and the Board of Directors.
 - The President shall provide leadership, make strategic decisions, and represent the Association in external matters.
- **Treasurer:**
 - The Treasurer shall oversee the financial affairs of the Association.
 - The Treasurer shall maintain accurate financial records, prepare budgets, and provide financial reports to the Board and Association members.
 - The Treasurer shall ensure compliance with financial regulations and filing requirements, including the correct and timely filing of state and federal financial documents and reports.
- **Secretary:**
 - The Secretary shall maintain official records and documents of the Association, including meeting minutes and membership records.
 - The Secretary shall handle correspondence, communications, and official notifications on behalf of the Association.
 - The Secretary shall ensure notification of meetings in compliance with the bylaws.
 - The Secretary shall ensure compliance with record-keeping obligations.
 - The Secretary shall be responsible for collecting minutes from the Chairs of any committees.
 - The Secretary shall maintain a list of members and their email addresses.
 - In the absence of the President, the Secretary shall assume their responsibilities.
- **Terms of office for Board members:**
 - Board members shall serve for a term of two years.

- Board members may be re-elected or reappointed for successive terms as determined by the Association.
- **Election and removal of Board members:**
 - The Board shall be elected at the Annual Meeting of the Association during even-numbered years. All Board members shall be nominated by others in the membership, then voted in by the membership through a secret ballot. Voting shall be for each individual office, with any non-office Board positions voted for as a group rather than individual positions.
 - Any Board member failing to attend three of the regular meetings of the Association during a calendar year without an acceptable excuse as decided by the Board shall be disqualified and the balance of the term of such Board member shall be filled as provided in the Vacancies section below.
 - Any Board member may be removed, with or without cause, by a two-thirds majority vote of the membership present at any meeting of the Association where at least seven days' notice has been provided of the decision.
- **Voting by proxy:** No proxy vote shall be recognized.
- **Vacancies:** Should a vacancy occur on the Board, the President shall propose an Association member to fill the position for the remainder of the term of their predecessor. The appointment shall be confirmed by a majority vote of the Board, which may occur in-person at a meeting or digitally.
- **Indemnification:** To the full extent permitted by the Washington State Nonprofit Corporation Act, RCW 24.03, the personal liability of any member or former member of the Board of Directors shall be eliminated and the Association shall indemnify any person made a part to any proceeding by reason of the fact that they were a Board member, against judgment, penalties, fines, settlements, and reasonable expenses actually incurred by them in connection with such proceedings. Provided, however, that the Association shall neither indemnify a present or former Board member, nor shall such board member's liability be eliminated for acts or omissions that involve intentional misconduct or a knowing violation of law by such Board member, for which such Board member will personally receive benefit in money, property, or services to which such Board member is not legally entitled.
 - **Bonding and Insurance of the Board:** The Association shall provide current and former Board members with Board and Officer (B&O) liability coverage paid for by the Association
- **Compensation for Board members:** In holding with the spirit of the organization, all membership and Board positions are fully volunteer and no compensation is

offered, except for reimbursement of Association-related expenses, as discussed in the Finances section of these bylaws.

- **Digital conduction of business:**
 - Unless noted otherwise in these bylaws, votes of the Board may occur in-person or digitally. If the vote occurs digitally, a majority of the full Board must approve for a vote to pass, rather than a majority of those voting.
 - Between regular meetings, the Board may conduct business by email. Any actions requiring a vote must have the precise action articulated and then voted on digitally before execution of such action.
- **Record keeping:** The Board shall keep accurate records of key information, in hard copy, in binders as follows: a legal binder shall be held by both Secretary and President, and the financial binder shall be held by the Treasurer. These binders shall include documents as detailed in **Table 1: Record-keeping Retention**
 - The Board may also choose to keep digital copies of the above in a shared online location, but the above hard copies must exist and be passed on to new Board members after an election.

Committees

- **Appointments:** The President shall have the right to appoint committees, from time to time, as they deem appropriate.
- **Committee composition:** Committees shall consist of at least three Association members, nominated by the Board. Nominated members must accept their nomination before they are considered committee members. One such committee member shall be appointed the Chair by the President or other committee members if the President does not appoint one.
- **Committee meetings:** All committees require a majority of committee members to conduct business.
- **Committee minutes:** The Chair of each committee is responsible for providing minutes of deliberations and actions to the Association Secretary by the next regular monthly meeting of the Association.
- **Duration:** Committees may be ad hoc or standing.
 - An ad hoc committee shall be created for a specific objective. Such a committee shall dissolve, relieving committee members of their obligations, upon accomplishment of the objective or upon a majority vote by the committee

that such objective is no longer attainable, desirable, or otherwise worthy of pursuit.

- A standing committee shall be one intended to exist for 12 months or longer.
- **Obligation:** Members appointed to such committees shall continue to serve on the committee until the committee's dissolution for ad hoc committees, or for terms of one year at a time for standing committees.

Meetings

- **Regular meetings:** Regular meetings of the Association shall be held on a regular Monday of each month (e.g. "first Monday" or "third Monday") at 1800 hours at a Mt. Erie Fire Department station, or such other date and time as agreed upon by the Board. Regular meetings shall be open to the general membership of the Association.
 - Non-members may also be present in a non-voting, non-speaking role, unless the Board declares a closed meeting.
 - The Board may vote to cancel a regular monthly meeting, with up to a maximum of three canceled monthly meetings per year.
- **Special Board meetings:** Special meetings of the Board may be called by any member of the Board and may be held at any time that a majority of the Board can be present. Special Board meetings may be open or closed to the general membership at the discretion of the Board.
- **Special meetings:** Special meetings of the Association to discuss a specific topic may be called by 1) the President, or 2) by the Secretary upon receipt of a petition signed by 10 Association members or one third of the current Association membership, whichever is less. Special meetings will be held at a Mt. Erie Fire Department station at a date and time designated by the Board. No business other than the specific topic shall be transacted during a special meeting.
- **Annual Meeting:** The Annual Meeting will be held on the third Monday of January of each year, or such time and date as the Board may indicate.
 - On even-numbered years, Board members for the next term shall be elected by secret ballot from those nominated from the floor at the time. Those elected shall take office immediately upon conclusion of the decision of office holders.
 - Each retiring Board member shall turn over to their successor in office all properties and records relating to that office within thirty days of the election.
- **Notice of Meetings:**

- Notice may be given in writing or by digital means such as email.
- Regular meetings: A notice of regular Association meetings shall be sent to the membership between two and ten days in advance, along with a digital copy or a link to the previous month's minutes for review.
- Notice of the annual meeting must be given in writing at least ten days and no more than fourteen days prior to the meeting.
- Notice of special Board meetings open to general membership shall be given in writing at least one day prior to the meeting.
- Notice of special meetings of the Association shall be given in writing at least three but no more than fourteen days prior to the meeting.
- **Order of Business:** At the regular meetings of the Association, the order of business shall be as follows:
 1. Call to order
 2. Introduction of visitors
 3. Minutes of previous meeting
 4. Report of Treasurer
 5. Report of committees and Board members
 6. Old business
 7. New business
 8. From the floor
 9. Adjournment
- **Parliamentary procedure:** In general, meetings shall be run in a cordial manner by the Board. If a Board member or majority of non-Board members present at a synchronous meeting so request, the meeting shall be run instead using the current version of Robert's Rules of Order.
- **Voting procedures:**
 - **Verbal voting:** For verbal votes, the President shall call for ayes and nays and keep a tally in order to determine the outcome.
 - **Digital voting:** When the Board declares a digital vote, a designated Board member shall send written notice to Association members including the matter of the vote, the duration voting will be open, and the manner of collecting the votes. Responses shall be available to the membership unless otherwise noted, and shall be attached to the minutes for the next regular membership meeting.
 - The result of a vote may be declared prior to the end of the voting window if all remaining outstanding votes could not sway the final decision.

- Digital votes shall not be anonymous to the vote collector, though the Board may choose to direct the collector to keep voter identities private. At the Board's discretion, they may choose to use a trusted third party system as the vote collector.
- **Secret ballot:** In some cases, the Board may choose to put a matter up for an anonymous vote. The results shall be announced immediately following the vote.

Finances

- **Fiscal year:** The fiscal and organization years for the Association shall run from January 1 through December 31 each year.
- **Budget:**
 - **Budget creation:** The Board shall set out a budget for the year at the Annual Meeting each year.
 - Such a budget should account in general for fellowship events, community engagement, emergency assistance to department members, and any other expenditures the Board finds proper.
 - The proposed budget shall be sent to the full membership along with the notice of the Annual Meeting.
 - During the Annual Meeting, members shall have the opportunity to review the proposed budget, ask questions, and offer comments.
 - The Board shall approve the budget at the Annual Meeting.
 - For membership approval of the budget, one of the following options shall be used:
 - If a quorum of the membership is present, a majority vote in favor.
 - Prior to the February meeting, a digital vote of the full membership shall occur. The budget shall be approved unless a majority of the membership disagrees.
 - If the budget is not approved by a vote, the Board shall listen to comments and bring a revised budget to the following month's meeting for approval.
 - **Out-of-budget allocation:** For new events or expenses not covered by a line item of the existing budget, or if no budget is currently in force:
 - All proposed expenses must include a purpose and an estimate, including an upper bound not to be exceeded.
 - All proposed expenses must be approved *before they are incurred*.

- Proposed expenses less than or equal to \$200 may be approved by majority vote of the Board.
- Proposed expenses in excess of \$200 must be approved by a membership vote. Such vote may consist of a majority of the Board *and* one of
 - a majority of Association members present at a monthly meeting, OR
 - a majority of Association members voting in an online vote over a period of at least three (3) days.
- **In-budget allocation:** If a budget has been approved by the membership for the current year, allocations within that budget may be performed by a vote of the Board, in person or electronically. The Board may also delegate allocation of one or more budget line items to a committee with a specific purpose.
- **Expense documentation:** For expenses approved in one of the above manners, designated persons may request a check for payment of the expense *or* pay the expense themselves and then request reimbursement.
 - Reimbursement requests shall be delivered to the Treasurer no more than 30 days following the payment of the expense.
 - Check requests shall be delivered to the Treasurer no fewer than 14 days prior to the day when the expense must be paid.
 - In both cases, the designated person shall submit to the Treasurer a funds request stating:
 - The nature of the expense,
 - The budget item under which the expense falls,
 - An original receipt, for reimbursement; or invoice, for direct payment to a vendor, specifying the expense,
 - Who (or what organization) the check should be written to,
 - The date by which a check is required
 - The Treasurer is then responsible for obtaining the signature of two Board members on the check request *and* the check itself to pay or reimburse the expense.
- **Inflow documentation:** For inflows to the Association's finances, including dues and donations, the Treasurer shall fill out a deposit form stating:
 - The source of the inflow (name or organization)
 - The form of the inflow (e.g. check, cash, in-kind donation), and
 - A bank receipt indicating that the inflow was deposited.
- **Special donation types**

- For cash donations, at least one (preferably two) Board members shall sign a form attesting to the cash received.
- For in-kind donations, the donor shall fill out and a Board member shall sign a Donation of Goods or Property form.
- **Treasurer's Reports:** The Treasurer shall provide a Treasurer's Report for each monthly meeting.
- **Financial audit:** At least once per year, there shall be a financial audit of the Association's books.
 - A committee including the Treasurer shall be assembled for the purpose.
 - The Treasurer shall present the committee with all financial records of the Association, including budget, inflows, and expenses over at least the past 12 months.
 - Committee members shall review the materials presented by the Treasurer and ask questions or voice any concerns that arise.
 - Once committee members are satisfied, they shall each attest to their review in writing, stating that:
 - They have reviewed the documents provided by the Treasurer and
 - They are satisfied with the financial state of the Association OR that they have unanswered concerns. They shall then list their concerns in detail.
 - The financial audit shall be completed in a period of at most two calendar months, at which point committee members' attestations shall be presented to the Board.
- **Banking:** The Association shall maintain a bank account with an FDIC-insured bank or NCUA-insured credit union.
- **Investment of Association funds:** The funds for the Association shall not be invested.
- **Restricted donations:** The Association shall not accept restricted donations except by vote of the Board. A restricted donation is a donation to be used only for certain purposes.

Conflict of Interest

- A **conflict of interest** arises when an individual's personal, professional, financial, or other interests could compromise, or have the appearance of compromising, their ability to act in the best interests of the Association. Such conflicts may include, but

are not limited to, situations where an individual has a financial or personal interest that may influence their decision-making or actions related to the Association.

- **Duty to Disclose:** All members, officers, and directors have a duty to promptly and fully disclose any potential or actual conflicts of interest that they may have in connection with their responsibilities to the Association. Disclosure should be made in writing to the Board, including a description of the nature and extent of the conflict.
- **Review by Board of Directors:** The Board shall review all disclosed conflicts of interest on a case-by-case basis and shall determine whether the conflict poses a significant risk to the Association and, if necessary, develop appropriate measures to address the conflict.
- **Recusal:** An individual with a conflict of interest shall recuse themselves from any discussion, decision-making, or voting on matters related to the conflict. Such recusal may also apply to any committee deliberations where the conflict is relevant.
- **Documentation:** The Board shall maintain accurate records of all disclosed conflicts of interest, including the nature of the conflict, actions taken, and any resolutions or mitigating measures implemented.
- **Compliance:** Failure to comply with this policy may result in disciplinary action, including but not limited to removal from office or termination of membership.

Amendment of Bylaws

- The bylaws of the Association may be amended by a two-thirds majority of the Board (except in cases when the Board consists of only three members, in which case the amendment must be unanimous) and without a majority opposition of the membership, as assessed by a digital vote of at least seven days' duration.

Adherence to Articles of Incorporation and Applicable Law

- The Association shall conduct itself in accordance with its Articles of Incorporation and with all applicable law, including but not limited to Revised Code of Washington (RCW) 24.03A and Washington Administrative Code (WAC) 434-120.
- If any term in these bylaws is in contradiction with the Articles of Incorporation or applicable law, applicable law shall take precedence, followed by the Articles of Incorporation.

Table 1: Record-keeping Retention

In the below table, 'y' means the specified document shall be in the corresponding column's binder, while '-' means it can be omitted.

Document	Retention period	In legal binder?	In financial binder?
Policies and written procedures	current only	y	y
Reseller permit, if applicable	current only	y	y
Contracts in effect	current only	y	y
Documentation of equipment owned by the Association	current only	-	y
Official correspondence, including email	3 years	y	-
Insurance certificates	3 years	y	-
Membership and board roster and contact information	5 years	y	-
Washington State Department of Revenue filings	5 years	y	-
Treasurer's Reports, including attached checks, income records, and receipts/invoices	7 years	-	y
Contracts signed but no longer in effect	7 years from signing date	y	-
Annual incorporation renewals to Secretary of State	10 years	y	-
Charitable registration renewals to Secretary of State	10 years	y	-
Confirmed Articles of Incorporation and amendments	forever	y	y
Bylaws and amendments	forever	y	y
Certificate of incorporation	forever	y	y
Letter of determination of tax-exempt status from IRS	forever	y	y

Document	Retention period	In legal binder?	In financial binder?
Letter assigning Employer Identification Number (EIN)	forever	y	y
Legal correspondence	forever	y	-
Correspondence with the IRS	forever	-	y
Filings of form 990 or relatives, with attached documents	forever	-	y
Any filings of form 1023 or 1024 and attached documents	forever	-	y
Financial review records	forever	-	y
Minutes for board and membership meetings	forever	y	-