

**BYLAWS OF
WISCONSIN STATE FIREFIGHTERS'S ASSOCIATION,
INC. OF WISCONSIN**

ARTICLE I

Title and Objectives

Section 1. This organization shall be known as the Wisconsin State Firefighter's Association, Inc. of Wisconsin (Association).

Section 2. The objectives of the Association shall be:

1. To promote fire prevention and the safety of firefighters and the general public by legislation and education.
2. To create a closer fraternal fellowship between fire departments throughout the State of Wisconsin.
3. To sponsor an annual conference to accomplish the objectives of the Association.

ARTICLE II

Membership

Section 1. There shall be four classes of membership in the Association. They shall be Active, Associate, Special and Honorary.

Section 2. Active members must be members in good standing of a volunteer, paid, or combination fire department in the State of Wisconsin. If so requested by the Association, such fire department membership shall be confirmed by the Chief Officer or other person in charge of the member's fire department.

Section 3. Associate members shall include persons who are representatives of organizations dealing with fire apparatus, equipment, supplies or services used by the fire service, and persons interested in fire prevention and fire suppression including, but not limited to, fire cadets, explorers, and auxiliary members of such organizations.

Section 4. Special members of the Association shall be those members approved by the Board of Directors (Board) for this class membership.

Section 5. Honorary membership may be granted by the Board for life to any person who has served on the Association's Board for three or more consecutive terms.

Section 6. Active members shall have all of the rights and privileges afforded to members of the Association. Associate, Special, and Honorary members shall have those rights and privileges as determined by the Board, except that they shall not be allowed to vote, hold office, or speak from the floor without specific permission of the presiding officer.

Section 7. For all classes of membership for which the payment of dues is required, members shall be in good standing only when they are current in the payment of such dues. Only members in good standing shall enjoy the rights and privileges of their class of membership. At any time that a member ceases to meet the requirements of that member's class of membership, membership shall cease.

ARTICLE III

Meetings of Members and Voting

Section 1. The annual meeting of the members shall be held each year at such time, date, and place as may be fixed by the Board for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. The President may call special meetings of the members for any purpose as directed by the Board or upon request of at least one percent of the Active members. Business conducted at such special meetings shall be primarily limited to the purpose or purposes stated within the notification of the meeting.

Section 3. Written or published notice stating the time, date, and place of any meeting of the members, along with the agenda, purpose or purposes of such meetings, shall be given in a manner likely to notify members not less than ten days or more than sixty days prior to the meeting.

Section 4. Only Active members may vote on any matter at a duly called meeting of the members of the Association. The eligibility of Active members to vote shall be determined as follows:

1. Fire departments with at least 18 Active members of the Association shall be entitled to designate up to three Active members to vote.
2. Fire departments with at least one but less than 18 Active members of the Association shall be entitled to designate one Active member to vote.
3. Votes shall be cast only by those Active members actually in attendance at the meeting. There shall be no proxy voting.

Section 5. Fire departments shall furnish to the Secretary -Treasurer prior to each meeting of the members the names, addresses, and fire department affiliation of all Active members designated to vote. No Active member shall be entitled to vote if such information is not furnished or is incomplete.

Section 6. One percent of the Active members designated and eligible to vote pursuant to Section 4 above shall constitute a quorum. A simple majority of the votes cast shall be sufficient to adopt or approve any matter voted upon, unless a greater number is specifically required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE IV

Board of Directors, Their Election, Meetings and Powers

Section 1. The business of the Association shall be managed by its Board during the interim between annual meetings. The Board shall submit a report of its activities to the Association at the annual meeting. Only Active members shall be eligible for election to the Board.

Section 2. There shall be nine members of the Board, known as Directors, three of which shall be elected at each annual meeting for a term of three years. A Director may be removed from office by majority vote of the members at an annual meeting or a special meeting called for that purpose. A director may resign at anytime by filing a written resignation with the Secretary -Treasurer and upon majority vote of the remaining Directors.

Section 3. A Director who fails to attend a majority of the Board meetings in an y year without an excuse acceptable to the Board shall be disqualified from office.

Section 4. In addition to Section 2 above, the Board may, by two -thirds vote, remove any Director whenever in its sole discretion and judgment, the best interests of the Association will be served thereby.

Section 5. A vacancy in the office of Director arising after the adjournment of the annual meeting, whether caused by resignation, removal, disqualification, or death, may be filled by the Board until the next annual meeting of the members. At said next annual meeting, said vacancy shall be filled by election for the unexpired portion of the term.

Section 6. The Board shall hold a regular meeting without notice other than these Bylaws immediately after, and at the same place as, the annual meeting of the members after the adjournment of the annual meeting. The Board may provide by resolution for the time and place for holding additional regular meetings without notice other than such resolution.

Section 7. The Board shall hold special meetings at the request of the President or any two Directors. The President or the Directors calling the special meeting shall fix the time and place for the meeting. Business transacted at such special meetings shall be primarily limited to the purpose or purposes stated within the notification of the meeting.

Section 8. Written notice of all special meetings shall be given at least 72 hours before the meeting, delivered personally, by mail, telegram, or telefax to each Director at his or her residence or at such other address as such Director shall have designated in writing filed with the Secretary -Treasurer. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail properly addressed with th e necessary postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when delivered to the telegraph company.

Section 9. Whenever any notice is required to be given to any Director under the provisions of any law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed at any time whether before or after the time of the meeting, by the Director entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at and also the purpose of special meetings of the Board shall be specified in the notification or waiver of notification of such meeting.

Section 10. Five directors shall constitute a quorum for the transaction of business. However, if less than such a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11. The act of a simple majority of the Directors voting shall be the act of the Board unless the act of a greater majority is required by any law, the Articles of Incorporation, or these Bylaws.

Section 12. The Board shall annually review and set the salary and benefits, if any, for all Association agents and employees, and the Executive Secretary, if any.

Section 13. The Board shall make all necessary arrangements to set and collect all fees generated by the annual meeting. All such fees shall be paid to the Secretary -Treasurer.

ARTICLE V

Officers and Their Election; Appointment of Executive Secretary

Section 1. The Association officers shall be a President, a Vice-President, and a Secretary-Treasurer. They shall be elected from and by the Board for a term of one year immediately following the annual meeting. There shall be no limit on the number of terms that an officer may serve.

Section 2. A vacancy in the office of President shall be filled by the Vice-President.

Section 3. A vacancy in the office of Vice-President or Secretary-Treasurer shall be filled by the Board.

Section 4. The Board may also appoint an Executive Secretary, who may be but is not required to be an Active member, and shall not be an officer.

ARTICLE VI

Duties and Powers of Officers and Executive Secretary

Section 1. The President shall be the principal executive officer and shall exercise general supervision and control over all of the Association's business. The President shall have the following specific powers and duties.

1. To preside at all meetings of the Board and the members.
2. To have general and active management of the business of the Association.
3. To see that all orders and resolutions of the Board are carried into effect if possible.
4. To have general superintendence and direction of all the other officers of the Association and of the agents and employees thereof and to see that their respective duties are properly performed.
5. To operate and conduct the business of the Association according to the orders and resolutions of the Board, and according to his or her own discretion whenever and wherever it is not expressly limited by such orders and resolution.
6. To submit a report of the operation of the Association to the Board at its regular and special meetings, a report thereof to the members at the annual meeting, and from time to time to report to the Board all matters within his or her knowledge which should be brought to the Board's attention in the best interests of the Association.
7. To appoint such committees as shall be in the best interests of the Association and as set in these Bylaws.
8. In addition to the foregoing, to have such other powers, duties and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the Board.

Section 2. The Vice-President shall exercise the power and perform the duties which are from time to time assigned to him or her by the President or the Board. The Vice-President shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability, or absence, is unable to act, and at other times when specifically so directed by the Board.

Section 3. The Secretary-Treasurer shall have the following specific powers and duties:

1. To be the custodian of, and maintain the Association's corporate books and records, and be the recorder of the Association's formal action and transactions.
2. To record or see to the proper recording of the minutes and transactions of all meeting of the Board, the members, and the annual meeting.
3. To keep record books which show the details required by law and these Bylaws with respect to Association membership, and to have the same available for inspection at and for the duration of all meetings. Such records shall show the names and addresses of all members, and in the case of Active members, the name and address of the fire department to which the member belongs.
4. To compile a list of all Active members entitled to vote on any matter before a duly called meeting, prior to the commencement of such meeting.
5. To keep open to inspection by Directors and Active members at all reasonable times the original or a certified copy of these Bylaws as amended from time to time.
6. To attend to the giving and service of all notices of the Association which are required by law and these Bylaws.
7. To attend to such correspondence and make such reports as may be assigned to him or her.
8. To be the chief fiscal officer and the custodian of the Association's funds, securities, and property.

9. To keep and maintain, open to inspection by the Directors and Active members at reasonable times, adequate and correct accounts of the properties and business transactions of the Association, which shall include all matters required by law, and which shall be in such form as required by law.
10. To have the care and custody of the funds and valuables of the Association and deposit the same in the name of and to the credit of the Association with such depositories as the Board may designate.
11. To maintain accurate lists and descriptions of all capital assets of the Association, including land and buildings.
12. To see to the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the Association, and to sign such instruments as the Board may direct.
13. To see to the disbursement of the funds of the Association for proper expenses and as ordered by the Board, and to take proper vouchers for such disbursements.
14. To render to the President and the Board whenever they may require, an account of all transactions, and a financial statement in form satisfactory to them, showing the condition of the Association.
15. To have such other powers of duties, and authority as may be set forth elsewhere in these Bylaws or as may be prescribed by the President or the Board. The Secretary-Treasurer shall serve without bond.

Section 4. The Executive Secretary, if appointed, may exercise those of the powers and duties assigned to the Secretary-Treasurer above approved of and designated by the Board. Such powers and duties shall be exercised under the supervision of the Board.

ARTICLE VII

Committees

Section 1. Committees may be constituted by resolution of the members, the Board, or the President when the creation of a committee appears necessary or desirable.

Section 2. A vacancy in committees, when not otherwise provided for, may be filled for the unexpired term in the same manner as the original election or appointment was made.

Section 3. Only Active members shall serve on committees.

Section 4. Prior to the election of the Board, the President shall appoint a Nominating Committee which shall consist of the Vice-President, who shall serve as chairperson, and at least two Active members who are not nominees. If the Vice-President is a nominee, the President shall appoint some other person as chairperson. Nominations shall be made only by Active members in writing, except that nominations may be made verbally from the floor. All written nominations shall be submitted to the Nominating Committee prior to its first meeting and if the Nominating Committee finds the nomination to be in proper order, the nominee's name shall be placed on the ballot. The Nominating Committee shall report its nominations to the members on the first day of the annual meeting. The Nominating Committee chairperson shall introduce the nominees at the annual meeting and allow each of them to make a brief presentation regarding their qualifications to serve on the Board. If there are no contested offices open to election, the election may be held by voice vote at anytime during the annual meeting, provisions of the posted agenda to the contrary notwithstanding.

Section 5. On the first day of the annual meeting, the President shall appoint an Election Committee consisting of at least three Active members who are not nominees. The Election Committee shall arrange and conduct the election of Directors, count the ballots, and report its findings to the President.

Section 6. There shall be a standing committee known as the Executive Committee, which shall consist of the officers and the Executive Secretary, if any. The Executive Committee shall monitor the business of the Association according to the orders and resolutions of the Board, and shall serve as advisor to the President and the Board.

ARTICLE VIII

Dues and Fiscal Period

Section 1. The Board shall from time to time review and may establish a dues schedule for various classes of membership in the Association.

Section 2. The fiscal year for the Association shall commence on June 30 of each year and end on June 29 of the following year.

ARTICLE IX

Parliamentary Procedure

Section 1. Roberts Rules of Order, as amended from time to time, shall govern parliamentary procedure of meetings of the Association whenever they are not in conflict with these Bylaws or Association policy.

ARTICLE X

Amendment of Bylaws

Section 1. These Bylaws may be amended, altered, or repealed, and a new Bylaws may be adopted by 2/3 vote of the Active members present at any regular or special meeting which is held pursuant to the provisions of these Bylaws, provided that notice of intent to amend, alter, or repeal these Bylaws is given to the Active members at least 30 days prior to such meeting. However, if such notice is not given as provided herein, the Board by unanimous vote may authorize the submission of emergency changes it deems necessary for approval at said meeting.