

CONSTITUTION AND BYLAWS OF OREGON CHAPTER, INTERNATIONAL ASSOCIATION OF ARSON INVESTIGATORS

**ARTICLE I
NAME and MISSION**

Section 1. Name.

This organization shall be known as “Oregon Chapter, International Association of Arson Investigators,” and is hereinafter referred to as the “Chapter.” The name of the Chapter shall not be used publicly by any member, other than by the use of his or her membership card for identification purposes, without express permission of the Board of Directors. This shall not restrict the officers, appointees or agents of the Chapter in the use of the name to carry out the mission of the Chapter.

Section 2. Mission.

The mission of the Chapter shall be to:

- a. unite, for mutual benefit, those public officials and private persons engaged in fire investigations;
- b. facilitate collaboration among those engaged in the investigation of arson and kindred crimes, and provide for the exchange of technical information and knowledge;
- c. cooperate with law enforcement agencies and other associations to improve fire investigation, investigate and expose criminal activity, and prevent arson;
- d. encourage high professional standards of conduct among members of the Chapter and strive to eliminate obstacles to the administration of justice; and
- e. operate as a domestic nonprofit corporation under the laws of the State of Oregon.

**ARTICLE II
MEMBERSHIP**

Section 1. Qualifications for Active Membership.

Any representative of government, or of a government agency, or of a business or industrial concern, who is actively engaged in some phase of active arson prevention, fire investigation, the investigation and exposure of criminal or civil arson and kindred crimes, or the prosecution of arson, at the time he or she makes application, shall be eligible for active membership in the Chapter, provided that such person possesses all other qualifications for membership set forth in these Bylaws and is not less than eighteen years of age.

Section 2. Associate Membership.

Applicants not qualified for active membership may be admitted to the Chapter as associate members, at the discretion of the Board of Directors, after due consideration of the applicants’ application and qualifications. Those seeking associate membership should have some background related to or connected to fire investigations. Associate members shall have all of the privileges of an active

member, with the exceptions of voting and holding office. The Chapter may, by majority vote of active members present, exclude associate members from any particular meeting of the Chapter.

Section 3. Admission Procedure.

- a. All applications for membership shall include two references who are involved in fire or fire-related service as well as a current paid IAAI member sponsor. The membership form shall be submitted to the Secretary/Treasurer of the Chapter, who shall contact references, and present the names and qualifications of each applicant to the Board of Directors for approval by preliminary vote of the Board of Directors via email.
- b. All applicants approved by preliminary vote of the Board of Directors shall be admitted to the Chapter as probationary members for a period of at least three months, or when the next full quorum of Board of Directors meet. If no Board Member makes a move to revoke membership for the applicant within the three month probationary period, then the probation status will be void and the member will be granted full membership privileges at the Board meeting.

Section 4. Annual Membership Fees and Dues.

- a. Annual membership fees and dues for active and associate membership in this Chapter shall be fixed by a majority vote of the Board of Directors, and shall be paid in advance commencing October 1st of each year in a manner prescribed by the Board of Directors and implemented by the Secretary/Treasurer.
- b. Applicants for membership in the Chapter shall submit payment of annual fees and dues with each application for membership and, upon approval of such application, said payment will satisfy his or her annual fees and dues obligation through the September 30th following the approval of his or her application. If the probationary period is revoked, the applicant will receive a full refund. No prorated annual fees and dues will occur. Applicants for renewal shall pay the full amount of annual fees and dues to the Chapter within thirty (30) days of receiving notification from the Secretary/Treasurer.
- c. The Secretary/Treasurer shall notify, in writing or email, any member who fails to pay annual fees and dues, or other financial obligations owed to the Chapter, within thirty (30) days after the initial due date. If the fees or dues are not received within thirty (30) days after receiving notice, a late penalty fee, to be approved by the board will be assessed per month, for a total of four months from the initial due date. After one hundred twenty (120) days, the membership shall be revoked.
- d. The individual whose membership has been revoked shall be required to reapply for membership.

Section 5. Lifetime Membership.

Those members who have been awarded a Lifetime Membership shall have all the rights and privileges of an active member without assessment of annual membership fees or dues.

Section 6. Corporate Sponsorship.

Those entities who do not meet the qualifications for Active or Associate membership and would like to be involved in the organization may make a **minimum \$250 annual donation** to the Chapter and be provided a Corporate Sponsorship certificate.

- a. The Corporate sponsorship does not allow voting at the Annual General Meeting.
- b. The \$250 will be earmarked as a line item in the accounting books for the Arson Reward Program. This sponsorship will also be added into any Annual General Meeting advertising that may occur.

Section 7. Suspension, Termination or Expulsion of Membership:

- a. The Board of Directors may place on probation, censure, suspend or terminate the membership of any member. The Board will implement a procedure that is fair and reasonable when a complaint is made against a member for any of the following, but not limited to:
 1. falsifications or misrepresentations in application for membership,
 2. conduct in a manner prejudicial to the good name or best interest of the Chapter,
 3. exhibits traits of character or conduct inconsistent with the mission of the Chapter, and/or
 4. questionable conduct which may include questionable ethics or integrity issues.
- b. A special committee shall be called by the Board of Directors to investigate the allegation made against a member and take into consideration all of the relevant facts and circumstances. If a finding of removal is agreed upon by the majority of the special committee, then the issue will be forwarded to the Board of Directors for a final vote.
- c. Removal Procedures
 1. A letter from the President of the Chapter shall be sent within fifteen (15) days of the decision of the Board to the proposed member. This letter shall list the allegation and reasons for the removal and a date of suspension or termination of membership. The letter shall be sent by first class or certified mail to the last known address of the member shown on the Chapter's records.
 2. The member shall have an opportunity to respond either orally or in writing to the President of the Chapter within five (5) days before the proposed termination/suspension date. The President has the capability to either enforce the termination/suspension, or bring the issue back to the Board of Directors for further investigation.
 3. Any proceeding challenging suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the suspension or termination.
- d. Reinstatement of Membership
 1. Any former member may be reinstated to membership in the Chapter at the discretion of, and by a majority vote of the Board of Directors.
 2. Any former member must not be in arrears in the payment of dues or any other financial obligation to the Chapter for consideration of reinstatement.

ARTICLE III GOVERNANCE

Section 1. Officers.

- a. The elected officers of this Chapter shall be a President, First Vice President, and Second Vice President. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

Section 2. Board of Directors.

- a. The Board of Directors of this Chapter shall be the officers, as well as six duly elected members of the Chapter.
- b. These directors shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.
- c. Elected members of the Board of Directors **shall** become members of the national International Association of Arson Investigators.

Section 3. Qualification of Candidates for Elected Officer or Director.

- a. Candidates for the office of President, First Vice President and Second Vice President, must have served a minimum of one year on the Board of Directors.
- b. Any active member of the Chapter may stand for election to the position of Director, subject to the following conditions:
 1. The candidate has been an active member of the Chapter, in good standing, for a period of at least three years;
 2. The candidate has a minimum of three years experience in a responsible position in some phase of fire service, law enforcement, criminal or civil fire investigation, prevention, or prosecution;
 3. The candidate has provided a letter of support from the candidate's employer, acknowledging the employer's understanding of the time and commitment required for the candidate's participation in future Chapter and Board of Directors activities, and reflecting the employer's support for the candidate's commitment;
 4. No member may be nominated or stand for election for more than one office or position per election; and
 5. No member may serve more than two consecutive terms as President, First Vice President, or Director.

Section 4. Terms of Office.

- a. President, Vice President, and Second Vice President shall hold office for a term of one year from the date of election, and until the election and confirmation of their respective successors.
- b. All other directors shall serve for a term of three years from the time of their election, and until the election and confirmation of their respective successors. The terms of directors shall be so arranged that two directors retire each year.

- c. No member of the Chapter may be re-elected to the Board of Directors immediately following two consecutive terms as director.

Section 5. Election Procedures.

All directors and the office of Second Vice President shall be elected at the Annual Meeting of the Chapter, to fill terms soon to expire, pursuant to the following procedures:

- a. The Secretary/Treasurer shall arrange for ballots listing all qualified candidates, in an order selected at random, to be distributed to all members of the Chapter in attendance at the Annual Meeting of the Chapter upon verification of active or lifetime membership;
- b. The First Vice President shall administer the balloting, under the direction of the Board of Directors, with additional assistance designated as necessary;
- c. In the event of a tie vote between candidates for the same position, an additional ballot, which contains only the names of the tying candidates, will be distributed during the Annual Meeting. These additional ballots will be used to determine the election, and will be reopened as often as necessary until the position is filled. If the tie continues after three additional ballots, a mandatory fifteen minute recess will be called, after which the balloting will continue until the tie is resolved and the successful candidate is elected; and
- d. The results of the election shall be announced at the Annual Meeting, and each newly elected officer and director confirmed at the first meeting of the Board of Directors following the Annual Meeting.

Section 6. Ex-Officio Director.

Each retiring President shall become an ex-officio member of the Board of Directors immediately upon retirement, and shall retain ex-officio status until the retirement of his or her immediate successor from the office of President. **The ex-officio member has no vote status on the Board of Directors.** In the event of a tie vote, the ex-officio member will cast the tie breaking vote.

Section 7. Appointed Officials.

The President, with the approval of the Board of Directors, shall appoint the Chapter Secretary/Treasurer and any additional officials or consultants necessary to carry out the business and mission of the Chapter.

Secretary/Treasurer. The Secretary/Treasurer shall be custodian and sole depositor of the funds of the Chapter pursuant and subject to the direct supervision of the President and the Board of Directors, and shall disburse by check, credit card, electronic transfer or other means as such funds as expressly authorized by the President or Board of Directors, or other transactions necessary to fulfill the day to day operations of the Chapter and in compliance with the IRS as well as generally acceptable accounting principles and practices. The Secretary/Treasurer shall render a complete summary of the financial accounts of the Chapter, and provide an accounting of all assets, liabilities, income, expenditures, collections, disbursements, and balances, during the Annual Meeting of the Chapter and at such other times as requested by the Board of Directors. A written copy of this accounting shall be made available to any active or lifetime member of the Chapter upon written request. The Secretary shall also keep the records and

minutes of the Chapter Board meetings, maintain an updated roll of all members of the Chapter, safely store these Bylaws and all other documents of value, review and acknowledge all communications directed to the Chapter in general or to the Secretary/Treasurer specifically, and perform other duties as assigned by the Board of Directors.

Appointed officials shall serve under the direction and immediate supervision of the President and/or the Board of Directors and shall not have the right to make motions or vote, nor any of the other rights or obligations of officers, directors, or ex-officio directors.

Appointed Officials can be removed from the Board at any time pursuant to a vote by the Board of Directors.

Section 8. Duties of Officers, Directors and Governance.

The control, direction, and management of the Chapter shall be vested in and carried out by the Board of Directors. The Board of Directors shall have general supervision of the affairs of the Chapter between its annual or other meetings; fix the hour, place and agenda of such meetings; promulgate, amend, and revise policies and procedures for the good of the Chapter; make recommendations to the Chapter; and perform such other duties as are specified in these Bylaws. The Board of Directors shall have full power to initiate and transact all business necessary to the existence of the Chapter and the pursuit of its mission. The Board of Directors shall also have the duty to supervise, encourage, aid, and provide reasonable assistance for the development and activities of the Districts. A quorum for the purposes of voting and conducting other business of the Chapter shall consist of 2/3 members of the Board of Directors.

- a. **President.** The President shall be the chief executive officer of the Chapter and of any District branches. The President shall preside at the Annual Meeting of the Chapter and all meetings of the Board of Directors, supervise and coordinate the activities of the Chapter, supervise and coordinate the activities of the officers, directors, and committees of the Chapter. The President shall also be able to call for special committees as necessary to carry out the business and mission of the Chapter. The President shall also be responsible for reporting to the membership of the Chapter on the status of the Chapter and the activities of the Board of Directors. The President is responsible to ensure that the District branches abide by the bylaws and procedures established by the Board of Directors.
- b. **First Vice President.** The First Vice President shall be the chief financial officer of the Chapter. The First Vice President shall also fulfill the duties of President in the event of any absence, incapacity, or removal from office of the President.
- c. **Second Vice President.** The Second Vice President shall fulfill the duties of the First Vice President, should that position become vacant, and succeed to the position of President, if the First Vice President is unable to fulfill the position.

Section 9. Resignation or Removal of Officers or Directors

An officer or director may resign at any time by delivering notice to the Board of Directors through the Secretary/Treasurer.

- a. A resignation is effective when the notice is given, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Chapter accepts the later effective date, the Officers and Board of Directors may fill the pending vacancy before the effective date if the board or any other person provides that the successor does not take office until the effective date.
- b. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.
- c. An Officer or Director may be removed from office or board position at any time with cause upon a majority vote of the Chapter membership.

Section 10. Vacancies

In the event than an Officer or Director is unable to fulfill their term of office, and a vacancy arises between Annual Meetings, the following provision shall be applied to fill the vacancy:

- a. The President shall be succeeded by the First Vice President, who shall serve the remainder of the unexpired term and the next full term of the President;
- b. The First Vice President shall be succeeded by the Second Vice President, who shall serve the remainder of the unexpired term and the next full term of First Vice President;
- c. The office of Second Vice President or the position of Director shall be filled by nomination of the President and approval of the Board of Directors. The appointed Second Vice President or Director shall hold office only until the next Annual Meeting, at which time he or she must step down or stand for re-election.

Section 11. Policies and Procedures

The Board of Directors shall amend and revise policies and procedures for the operation of the Chapter. Policies and procedures amended or revised by the Board of Directors shall be in full force and in effect upon approval by a majority vote of the Board of Directors. All Districts will abide by the Chapter Policies and Procedures.

- a. The Secretary/Treasurer shall send copies of all new policies and procedures, and any revisions or amendments, within thirty (30) days of revision by the Board of Directors to the members of the board and the Districts.
- b. Any and all policies and procedures revised by the Board of Directors shall be presented for discussion and reconsideration at the Annual Meeting upon written request of any active District or member of the Chapter.

**ARTICLE IV
DISTRICT ORGANIZATION**

Section 1. Definition and Purpose.

All references to and use of the term “District” or “Districts” in these Bylaws, or in any other policies and procedures of the Chapter, shall mean those Districts duly recognized and chartered by the Chapter.

The purpose of each District shall be to meet as a body of members of the Chapter, within a particular region, with the mission of exchanging information and training in the investigation of arson and kindred crimes.

Section 2. Districts. The Board of Directors may recognize and charter regional Districts of the Chapter upon written application and review of the proposed District, subject to the following conditions:

- a. Membership in any District shall be contingent upon membership in the Chapter and agreement to abide by the bylaws and policies and procedures established by the Chapter;
- b. Each District must have a minimum of ten (10) members. This requirement may be waived by the Board of Directors of the Chapter for good cause; and
- c. Each District must elect a chairperson and secretary, both of whom shall be active members of the Chapter in good standing, who shall be responsible for reporting the activities of the District to the Secretary/Treasurer of the Chapter, including the names and contact information of each member of the District, and ensuring that each member of the District is also a member of the Chapter.

Section 3. District Operating Procedures.

The Districts of the Chapter shall be subject to the Bylaws and policies and procedures established by the Board of Directors and implemented through the Secretary/Treasurer.

Section 4. District Meetings.

The number and timing of District meetings shall be at the discretion of each District, provided that no District meeting shall conflict in any way with the Annual Meeting of the Chapter **or of the national IAAI annual meeting**. Minutes shall be recorded and maintained for all District meetings and a copy forwarded to the Secretary/Treasurer or designee.

Section 5. District Grievances.

In order to protect the best interests of the Chapter against potential sanctions imposed upon the Chapter for misconduct of a member or apparent member, any District receiving or filing a grievance against any member of the District or Chapter shall follow the procedures established in the bylaws and policies and procedures of the Chapter.

Section 6. Probation, Suspension or Revocation.

The charter of any District may be suspended or revoked by a 2/3 majority vote of the Board of Directors, or placed on probation for cause that includes but not limited to: prolonged inactivity, loss of membership requirement, and failure to follow Chapter bylaws and policies.

ARTICLE V MEETINGS

Section 1. Parliamentary Procedure.

All meetings of the Chapter, including all meetings of the Board of Directors and committees, and any dispute arising out of any such meeting, shall be governed and resolved by reference to the most recent edition of "Robert's Rules of Order" as revised.

Section 2. Annual General Meeting.

The Annual General Meeting shall be held in the month of September each year at such time and place as may be fixed by the Board of Directors. The Annual Meeting shall consist of, but not be limited to, a meeting of the Board of Directors and the Chapter membership, and a seminar providing continuing education and training for Chapter members. Elections shall occur, and other business may be presented or resolved at the Annual Meeting. The Annual Meeting shall begin at the time the Board of Directors convenes, and shall end upon adjournment of the assembly of the Chapter membership. Notice of the date, time, place, and agenda of the Annual Meeting shall be published electronically or mailed to members of the Chapter not less than thirty (30) days prior to convening the Annual General Meeting.

Section 3. Meetings of Board of Directors. The Board of Directors shall meet at least quarterly of each year. Meetings of the Board of Directors shall be attended by all officers, directors, and appointed officials of the Chapter, unless excused by the President for good cause, and shall be open to the chairperson and secretary of any District. Special meetings of the Board of Directors may be called by the President, if the President feels the need exists for the good of the Chapter. Notice of the date, time, place, and proposed agenda of any regular or special meeting of the Board of Directors shall be published electronically or mailed to each officer, director, ex-officio director, appointed official, and the chairperson and secretary of each District at least fifteen (15) days prior to convening the special meeting of the Board of Directors.

ARTICLE VI RATIFICATION

All provisions of these Bylaws shall take full force and effect, and be enforceable by the Chapter, upon ratification by 2/3 majority vote of all active members present at the Annual Meeting. Upon ratification, this shall be the only Constitution and Bylaws recognized and enforceable by the Chapter, and shall apply equally to all members of the Chapter, and shall supersede any and all constitutions, bylaws, policies and procedures previously adopted, ratified or enforced by the Chapter.

ARTICLE VII AMENDMENT

Section 1. Requirements.

Amendments to these Bylaws may be proposed at any meeting of the Board of Directors, provided:

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- a. The proposed amendment is sponsored by at least one active District or member of the Chapter, is consistent with the mission of the Chapter, and is presented in a form consistent with the remainder of these Bylaws; and
- b. The proposed amendment is disseminated to the general membership for review, through publication in the most recent quarterly newsletter, website or otherwise, at least thirty (30) days before the next regular or special meeting of the Chapter.

Section 2. Force and Effect.

All amendments to these Bylaws shall take full force and effect upon ratification by 2/3 majority vote of all active members present of the Chapter at the next Annual Meeting following the proposal of the amendment. Upon ratification, any and all amendments to these Bylaws shall be recognized and enforceable by the Chapter, shall apply equally to all members of the Chapter, and shall supersede any and all inconsistent provisions of these Bylaws previously adopted, ratified or enforced by the Chapter.

**ARTICLE VIII
INTERPRETATION AND ENFORCEMENT**

This Constitution and Bylaws shall be interpreted under and enforced in accordance with the laws of the State of Oregon applicable to non-profit organizations organized and operated entirely within the State of Oregon. If any provision of this Constitution and Bylaws is judicially determined to be unenforceable or inconsistent with Oregon law, the remaining provisions shall nevertheless be enforceable and shall be construed as if the unenforceable or inconsistent provisions were deleted.

AMENDED AND RE-ADOPTED BY THE BOARD OF DIRECTORS ON THE _____ DAY OF _____, 20_____.

RATIFIED BY THE MEMBERS ON THE _____ DAY OF _____, 20_____.

CERTIFIED BY THE SECRETARY ON THE _____ DAY OF _____, 20_____.

Secretary (print name)

Secretary (Signature)

