

# TEXAS FIRE CHIEFS ASSOCIATION

## CONSTITUTION & BYLAWS



### Article I. Name, Affiliation and Term of Association

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Section 1.01 Name: The name of the organization shall be "Texas Fire Chiefs Association".

Section 1.02 Affiliation: The Association shall be affiliated with, and a department of, the Texas Municipal League.

Section 1.03 Term: The term of the Association shall be perpetual.

### Article II. Purpose

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Section 2.01 Motto: "Professional Fire and Life Safety Leadership for the Citizens of Texas"

Section 2.02 Mission: To serve the citizens of Texas by actively participating in the advancement of the fire service through positive leadership, the sharing of information, execution of the TFCA Strategic Plan, and active legislative involvement, while maintaining the highest ethical and professional standards.

Section 2.03 Objectives:

- i) Proactive planning to identify innovative approaches to fire and life safety service delivery.
- ii) Promoting responsible fire and life safety through public education.
- iii) Enhancing the capabilities of the State's Fire Chiefs by providing professional development opportunities, resources, and support functions.
- iv) Developing affiliations with organizations that share common interests and purposes toward providing a unified voice on matters affecting fire and life safety
- v) Exerting a comprehensive legislative effort designed to impact legislation affecting fire and life safety issues.

Section 2.04 Values:

- i) Protecting and serving the public trust at all times through integrity and professional leadership.
- ii) Respecting the individual perspectives of the membership in a manner that encourages open and honest communication
- iii) Supporting the mission of the Association as one voice.

## **Article III. Membership**

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**Section 3.01 Applications for Membership:** The Executive Committee shall be apprised by the Executive Director or the President of all applications for membership at each Executive Committee meeting, or electronically, as deemed appropriate by the President.

**Section 3.02 Active Member:** Shall be the Fire Chief, retired Fire Chief, or the Administrative Head of the Fire Department, including local government, volunteer, and industrial fire departments, and the Chief Officer(s) second in command to that head of department.

**Section 3.03 Retired Member:** Active Members who retire from the position of Fire Chief or Administrative Head of the Fire Department as provided for in Section 3.02 of this Constitution, and do not take another position as a fire chief, may elect to participate as Retired Members in the Association with non-voting Retired Member status, or they may continue as Active Members with all rights afforded to Active Members.

**Section 3.04 Associate Member:** Associate Members shall be department officers other than Heads of Departments or organizations having an active interest in the fire service industry. Associate Members shall be entitled to all rights and privileges of the Association except those of holding office and voting.

**Section 3.05 Administrative Professional Member:** Administrative Professional Members shall be members of the professional administration of fire departments. Administrative Professional Members shall be entitled to all the rights and privileges of the Association except those of holding office and voting.

**Section 3.06 Corporate Member:** Organizations whose mission supports the mission of the Texas Fire Chiefs Association as stated herein shall be allowed to join the Association as Corporate Members. Corporate Members shall contribute financially to the support of the Association through dues, sponsorships, advertising, and as called upon by the Executive Committee for the benefit of the Association. Corporate Members shall be entitled to all rights and privileges of the Association except those of holding office and voting.

**Section 3.06 Actions Against Members:**

- A. Actions against members will be predicated on violations of the established Code of Ethics available in the members' section of the TFCA website.
- B. The Association expects all members to maintain the highest degree of professional, ethical standards. To that end, the Association reserves the right to take appropriate action to preserve the integrity of our profession and our Association.
- C. The Executive Committee may censure or expel any member for cause provided that notice of such proposed action and reasons thereof be mailed, electronically transmitted or hand delivered to said member 30 days in advance of the action. Provided further, that such member shall have an opportunity, within 30 days after such notice, to respond to the cause of censure or expulsion in writing, directed to the President of the Association, for consideration by the Executive Committee, or to request a hearing before the Executive Committee, which hearing shall be held at such time and in such place and manner as may be prescribed by the Executive Committee.
- D. When the Executive Committee meets to consider the written response or appeal of the member in question, the censure or expulsion may be sustained, reversed or modified by a majority vote of the Active Members present at the meeting.
- E. During the time period between the filing of a request to appeal a decision to expel a member and the meeting prescribed by the Executive Committee to consider the appeal,

the membership of the member in question will be suspended and the member will not be allowed to participate in any meetings or activities of the Association.

**Section 3.07 Suspension of Membership:** A member of the Association shall be considered suspended from membership upon:

- A. Severing connections with the fire service, except through retirement or disability;
- B. Non-payment of dues;
- C. Action taken by the Executive Committee for cause as outlined in Article III, Section 3.08.

Note: Upon the elimination of the cause of suspension, the member in question may be reinstated by the Executive Committee.

**Section 3.08 Removal of a Member:** Any member of the Association, including a member of the Board of Directors, may be removed from office and/or membership by virtue of a complaint put forth and signed by 25% of the Active Members. Once a complaint has been received by the Executive Committee, the President shall appoint an investigative committee of three Active Members, in good standing, to review the charges. Should the results of the investigation determine that removal from office and/or membership is appropriate, the Executive Committee will call for a recall election on the issue of removal of the member from office and/or membership. The election shall follow the format for all Association elections as outlined herein. A simple majority of those participating in the election will carry the vote for removal as appropriate. Should the results of the investigation not warrant removal, the issue will be considered closed and the member in question will retain their respective office and/or membership.

## **Article IV. Officers**

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**Section 4.01 Executive Committee:** The Executive Committee shall consist of the President; First Vice President; Second Vice President; Third Vice President; Secretary; Treasurer; and Immediate Past President.

**Section 4.02 Board of Directors:** The TFCA Board of Directors (BoD) consists of the Executive Committee, Regional Directors, Volunteer Director, TML Director, and ESD Director.

**Section 4.03 Elected Officers:** The elected officers of the Association shall be:

- a. THE PRESIDENT
- b. FIRST VICE PRESIDENT
- c. SECOND VICE PRESIDENT
- d. THIRD VICE PRESIDENT
- e. IMMEDIATE PAST PRESIDENT
- f. SECRETARY
- g. TREASURER
- h. REGIONAL DIRECTORS: NORTH, NORTHEAST, NORTHWEST, PANHANDLE, CENTRAL, SOUTH, SOUTHEAST, WEST, AND VALLEY.
- i. VOLUNTEER DIRECTOR
- j. TML DIRECTOR
- k. ESD DIRECTOR

All of whom shall be, at the time of nomination or appointment, Active – Chief Members serving as Administrative Head of a Fire Department and be in continuous good standing with the Association for, at least, the immediately previous two (2) years. The officers shall be elected at-large except the Immediate Past President, who shall automatically take office immediately after serving as President. The members within each region shall elect an active member as Director to represent them on the Board of Directors. No member can hold two elected positions simultaneously.

**Section 4.04 Regional Directors:** The Executive Committee shall adopt a map outlining regions. The members within each region shall elect an active member as Director to represent them on the Board of Directors.

**Section 4.05TML Director:** shall be an active member elected at-large and shall serve on the Board of Directors and on the Board of Directors of the Texas Municipal League.

**Section 4.06 Volunteer Director:** shall be an active member, holding the position of Head of Department with an all-volunteer or combination department, elected at large and shall serve on the Board of Directors.

**Section 4.07 ESD Director:** shall be an active member, holding the position of Head of Department with a department that is directly or by contract funded by an Emergency Services District, elected at-large and shall serve on the Board of Directors.

**Section 4.08 Duties of Officers:** The President, Vice Presidents, Immediate Past President, Secretary, and Treasurer shall perform those duties outlined in the Association Bylaws.

**Section 4.09 Terms of Officers:** The officers and directors shall begin their terms office on January 1.

- A. President: will be confirmed by the Board after serving through the Vice President Positions.
- B. Vice Presidents: will serve through the at-large, elected 3rd Vice President position, then be confirmed each year by the Election Committee in each of the subsequent Vice President seats.
- C. Secretary: shall be elected for a term of three (3) years and cannot serve more than two (2) consecutive elected terms.
- D. Treasurer: shall be elected for a term of three (3) years and cannot serve more than two (2) consecutive elected terms.
- E. Immediate Past President: may continue to serve on the Executive Board for one year following the term as President.
- F. Regional Directors:
  - a. The Central, North, Southeast, Panhandle and Valley Directors shall be elected on odd numbered years;
  - b. The Northeast, South, West, Northwest shall be elected on even numbered years.
- G. TML Director: shall be elected and serve a term of office as provided by the constitution of the Texas Municipal League.
- H. Volunteer Director: shall be elected in even number years and serve a term of two years.
- I. ESD Director: shall be elected in the odd number years and serve a term of two years.

**Section 4.10 Vacancies:** Whenever there is a vacancy in the office of President, the First Vice President shall succeed to the office for the unexpired term. A vacancy in any other office except Immediate Past President may be filled by an action of the remaining members of the Board of Directors for the unexpired term.

**Section 4.11 Resignation:** Any Board member may resign at any time by providing a written letter of resignation to the President.

## **Article V. Meetings**

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**Section 5.01 Association Meetings:** There shall be at least one business meeting of the Association each year. The annual business meeting shall be held during the annual Conference. Other meetings may be called by the President or by a majority of the Executive Board. A quorum will consist of the Active Members present at the time of the meeting.

**Section 5.02 Board of Directors:** The Board of Directors shall meet upon the call of the President or any two Board Members. Two-thirds (11) of the members of the Board of Directors constitutes a quorum.

## **Article VI. Elections**

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**Section 6.01 Nomination of Officers:** The President shall appoint at least three Active members in good standing to serve as the Election Committee. The Election Committee shall nominate at least one Active Member for the open 3rd Vice Present and open Secretary/Treasurer position.

- i) The nominations will be reported during the Board of Directors summer meeting or electronically as deemed appropriate by the President.
- ii) Officers, Directors or Active Members in good standing may make additional nominations from the floor during that meeting or virtually as the situation dictates.

**Section 6.02 Time of Elections:** By September 1st of each year, the Election Committee Chair shall distribute official ballots to all Active members in good standing. The Election Committee Chair must receive all completed ballots prior to midnight, September 30th.

**Section 6.03 Voting:** The ballot shall list all nominees for offices elected at large and the Regional Director nominees by region. An Active Member in good standing from the department must sign the official ballot or it will be invalid. Each fire department may cast one vote for each office on the ballot and for the member's regional director. Voting by secure electronic means shall be an acceptable way to comply with this section.

**Section 6.04 Results:** The Elections Committee shall count the votes by the first week of October and deliver the results and all supporting materials to the full Board of Directors immediately upon completion.

## **Article VII. Dues**

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**Section 7.01 Fixing of Annual Dues:** The Board of Directors shall fix annual dues for Active Members of the Association.

## **Article VIII. Constitutional Amendments**

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**Section 8.01 Amendments or Revisions to the Constitution:** The Association shall have full power at any annual meeting to alter, amend or revise this Constitution, provided notice of such alteration, amendment or revision shall have been given in writing to the Ex-Officio Secretary of the Association. The Secretary shall see that every member has at least 30 days' notice of such proposed alteration, amendment or revision, previous to the date set for the opening of the annual meeting conference.

## **Article IX. Executive Director**

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Section 9.01 Executive Director: The Executive Committee shall be authorized to enter into a contract with a qualified individual or corporation for Executive Director services.

Section 9.02 Executive Director Contract: The Executive Committee will enter into a contract that specifies the scope of services required from the Executive Director and the terms of the contract. The contract shall be reviewed and ratified by the Board of Directors.

Section 9.03 Executive Director Duties: The Executive Director will be under the direction of the Texas Fire Chiefs Association President and the Executive Committee. The Executive Director will serve as advisor to the Board of Directors and participate in a non-voting capacity at meetings.

Section 9.04 Executive Director Transition: In accordance with best practices, TFCA will conduct an audit by an independent CPA upon the change of the Executive Director position.

## **Article X. Audit and Financials**

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Section 10.01 Audit: The Board of Directors shall commission, through an independent CPA, a financial audit on January 1<sup>st</sup> of each year. The completed audit report shall be submitted to the Board of Directors on or before May 1<sup>st</sup> of the same year.

Section 10.02 Form 990s: The Treasurer shall complete and submit to the Internal Revenue Service (IRS) a Form 990 due on the 15<sup>th</sup> day of the 5<sup>th</sup> month following the end of the organization's taxable year.

## **Article XI. Ratification and Effective Date**

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Section 11.01 Ratification and Effective Date: This Constitution and all subsequent amendments thereto, as well as any Bylaws which may be drafted by the Association, shall be subject to ratification by a quorum of the TFCA membership as outlined in Section 5.01, before they become effective.

# BYLAWS

*(As Amended December 7, 2025)*

## **Article I. Membership**

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**Section 1.01** All members of the Association shall be required to pay such annual dues as may be set out in the constitution.

**Section 1.02** No member in arrears shall be eligible to vote and any member in arrears for more than 60 days shall, after due notice, be removed from the roll by the Secretary and their name dropped from the mailing list.

## **Article II. Duties of Elected Officers**

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### **Section 2.01: President**

- a. BE THE OFFICIAL REPRESENTATIVE AND SPOKESPERSON FOR THE ASSOCIATION.
- b. SERVE AS THE CHAIR OF THE EXECUTIVE COMMITTEE.
- c. PRESIDE AT MEETINGS OF THE ASSOCIATION AND AT MEETINGS OF THE EXECUTIVE COMMITTEE.
- d. ENSURE THAT ALL COMMITTEES AND WORK GROUPS OPERATE ACCORDING TO THE CONSTITUTION AND BY-LAWS AND ASSOCIATION POLICIES.
- e. CALL A SPECIAL MEETING OF THE BOARD OF DIRECTORS WHEN SO REQUESTED BY TWO MEMBERS OF THE BOARD OF DIRECTORS OR WHENEVER THE PRESIDENT DETERMINES NECESSARY. AT LEAST FIVE DAYS NOTIFICATION SHALL BE GIVEN PRIOR TO THE SPECIAL MEETING. THE REASON FOR THE SPECIAL MEETING WILL BE PROVIDED TO THE MEMBERS OF THE BOARD OF DIRECTORS AT THE TIME OF THE MEETING ANNOUNCEMENT.
- f. NAME ADDITIONAL COMMITTEES OR WORK GROUPS AND APPOINT THEIR CHAIRS FOR THE TERM OF OFFICE TO ACCOMPLISH THE GOALS AND OBJECTIVES OF THE ASSOCIATION.
- g. SHOULD ATTEND FIRE CHIEF'S ACADEMY GRADUATIONS AND OTHER AWARD EVENTS AS AVAILABLE
- h. SERVES AS, OR DESIGNATES, TFCA REPRESENTATIVE ON THE TEXAS FIRE HALL OF HONOR COMMITTEE.
- i. SERVES AS, OR DESIGNATES, TFCA REPRESENTATIVE IN PARTICIPATION OF TEXAS FIRE CONSORTIUM MEETINGS.
- J. SERVES AS AND/OR DESIGNATES REPRESENTATIVE TO THE TIFMAS STAKEHOLDER COMMITTEE

**Section 2.02: 1st Vice President**

- a. IN THE ABSENCE OR INABILITY OF THE PRESIDENT TO PERFORM ALL THE DUTIES OF THE OFFICE, BE DIRECTED TO ASSUME THE DUTIES OF THE PRESIDENT.
- b. ASSIST THE PRESIDENT IN CONDUCTING THE BUSINESS AND POLICIES OF THE ASSOCIATION.
- c. WORK WITH THE LEGISLATIVE COMMITTEE CHAIR IN REVIEWING PROPOSED LEGISLATION AND PREPARE A HOT SHEET FOR REPRESENTATIVE DISTRIBUTION.
- e. LEAD THE PLANNING FOR THE ANNUAL CONFERENCE
- f. PERFORM SUCH OTHER DUTIES AS ARE PRESCRIBED BY THE BOARD OF DIRECTORS.
- g. SHOULD ATTEND FIRE CHIEF'S ACADEMY GRADUATIONS AND OTHER AWARD EVENTS AS AVAILABLE

**Section 2.03: 2nd Vice President**

- a. ASSIST THE PRESIDENT AND THE FIRST VICE PRESIDENT IN CONDUCTING THE BUSINESS AND POLICIES OF THE ASSOCIATION.
- b. IN THE ABSENCE OR INABILITY OF THE PRESIDENT AND FIRST VICE PRESIDENT, BE DIRECTED TO ASSUME ALL THE DUTIES AND RESPONSIBILITIES OF THE PRESIDENT.
- c. LIAISON WITH THE TEXAS FIRE CHIEF'S ACADEMY TO INCLUDE ASSISTING WITH AUDIT, PLANNING AND REPRESENTING THE BOARD AT CEREMONIES.
- d. PERFORM SUCH OTHER DUTIES AS ARE PRESCRIBED BY THE BOARD OF DIRECTORS.
- e. SHOULD ATTEND FIRE CHIEF'S ACADEMY GRADUATIONS AND OTHER AWARD EVENTS AS AVAILABLE

**Section 2.04: 3rd Vice President**

- a. ASSIST THE PRESIDENT AND THE SECOND VICE PRESIDENT IN CONDUCTING THE BUSINESS AND POLICIES OF THE ASSOCIATION.
- b. IN THE ABSENCE OR INABILITY OF THE PRESIDENT, FIRST VICE PRESIDENT, AND SECOND VICE PRESIDENT BE DIRECTED TO ASSUME ALL THE DUTIES AND RESPONSIBILITIES OF THE PRESIDENT.
- c. LIAISON WITH THE 2<sup>ND</sup> IN COMMAND/ADMINISTRATIVE ASSISTANT CONFERENCE TO INCLUDE ASSISTING WITH PLANNING MEETINGS AND LOGISTICAL SUPPORT.
- d. PERFORM SUCH OTHER DUTIES AS ARE PRESCRIBED BY THE BOARD OF DIRECTORS.
- e. SHOULD ATTEND FIRE CHIEF'S ACADEMY GRADUATIONS AND OTHER AWARD EVENTS AS AVAILABLE

**Section 2.05: Secretary**

- a. RECORD THE MINUTES OF ALL EXECUTIVE COMMITTEE, BOARD OF DIRECTORS, GENERAL ASSEMBLY MEETINGS, AND ALL OTHER FORMAL BUSINESS OF THE TFCA AS ASSIGNMENT.
- b. DISTRIBUTE THE MINUTES IN A TIMELY FASHION AT ALL EXECUTIVE COMMITTEE, BOARD OF DIRECTORS, GENERAL ASSEMBLY MEETINGS, AND ALL OTHER FORMAL BUSINESS OF THE TFCA AS ASSIGNED.
- c. CONDUCT ROLL CALL OF MEMBERS AS REQUIRED AND DETERMINE QUORUM.
- d. CONDUCT OTHER TFCA BUSINESS AS ASSIGNED.
- e. SHOULD ATTEND FIRE CHIEF'S ACADEMY GRADUATIONS AND OTHER AWARD EVENTS AS AVAILABLE

**Section 2.06: Treasurer**

- a. SUPERVISE THE USE OF ALL THE ASSETS OF THE ASSOCIATION WITH THE ADVICE AND APPROVAL OF THE EXECUTIVE BOARD.
- b. DETERMINE THAT ALL FUNDS COLLECTED AND DISBURSED BY THE EXECUTIVE DIRECTOR ARE COLLECTED, RECORDED, AND DISBURSED ACCORDING TO ACCEPTED ACCOUNTING PRINCIPLES AND IN ACCORDANCE WITH THE BY-LAWS OF THE ASSOCIATION AND POLICIES ADOPTED BY THE BOARD OF DIRECTORS.
- c. REPORT TO THE ANNUAL CONFERENCE ON THE FINANCIAL CONDITION OF THE ASSOCIATION, INCLUDING A SUMMARY OF ALL REVENUES AND DISBURSEMENTS.
- d. CONSULT WITH THE EXECUTIVE DIRECTOR DURING BUDGET PREPARATION PRIOR TO CONSIDERATION BY THE EXECUTIVE BOARD.
- e. SHOULD ATTEND FIRE CHIEF'S ACADEMY GRADUATIONS AND OTHER AWARD EVENTS AS AVAILABLE

**Section 2.07: Regional Director**

- a. REPRESENT THE FIRE SERVICE COMMUNITY OF THE REGION THEY WERE ELECTED TO SERVE REGARDLESS OF DEPARTMENT MAKEUP OR ORGANIZATIONAL FORMAT.
- b. PROVIDE A TWO-WAY CONDUIT OF INFORMATION FROM THEIR REGION TO THE BOARD OF DIRECTORS AND FROM THE BOARD OF DIRECTORS TO THEIR REGION.
- c. BE REASONABLY AVAILABLE TO THE DEPARTMENTS IN THEIR REGION TO ANSWER QUESTIONS AND PROVIDE GUIDANCE AS IT PERTAINS TO MATTERS ASSOCIATED WITH THE ASSOCIATION.
- d. CONDUCT AT LEAST TWO MEETINGS EACH CALENDAR YEAR WITH THE DEPARTMENTS IN THEIR REGION.
- e. SHOULD ATTEND ASSOCIATION SANCTIONED EVENTS (I.E.: CHIEF'S RETREAT, ANNUAL CONFERENCE, ETC.) AS AVAILABLE.
- f. **SHOULD ATTEND FIRE CHIEF'S ACADEMY GRADUATIONS AND OTHER AWARD EVENTS AS AVAILABLE**

**Section 2.08: Volunteer Director**

- a. REPRESENT THE VOLUNTEER AND COMBINATION FIRE SERVICE THROUGHOUT THE STATE.
- b. PROVIDE A TWO-WAY CONDUIT OF INFORMATION FROM THEIR REGION TO THE BOARD OF DIRECTORS AND FROM THE BOARD OF DIRECTORS TO THEIR REGION.
- c. BE REASONABLY AVAILABLE TO THE DEPARTMENTS IN THEIR REGION TO ANSWER QUESTIONS AND PROVIDE GUIDANCE AS IT PERTAINS TO MATTER ASSOCIATED WITH THE ASSOCIATION.
- d. CONDUCT AT LEAST TWO MEETINGS EACH CALENDAR YEAR WITH THE DEPARTMENTS IN THEIR REGION.
- e. SHOULD ATTEND ASSOCIATION SANCTIONED EVENTS (I.E.: CHIEF'S RETREAT, ANNUAL CONFERENCE, ETC.) AS AVAILABLE.
- f. **SHOULD ATTEND FIRE CHIEF'S ACADEMY GRADUATIONS AND OTHER AWARD EVENTS AS AVAILABLE**

### **Section 2.09: ESD Director**

- a. REPRESENT THE ESD SUPPORTED FIRE SERVICE THROUGHOUT THE STATE.
- b. PROVIDE A TWO-WAY CONDUIT OF INFORMATION FROM THEIR REGION TO THE BOARD OF DIRECTORS AND FROM THE BOARD OF DIRECTORS TO THEIR REGION.
- c. BE REASONABLY AVAILABLE TO THE DEPARTMENTS IN THEIR REGION TO ANSWER QUESTIONS AND PROVIDE GUIDANCE AS IT PERTAINS TO MATTER ASSOCIATED WITH THE ASSOCIATION.
- d. CONDUCT AT LEAST TWO MEETINGS EACH CALENDAR YEAR WITH THE DEPARTMENTS IN THEIR REGION.
- e. SHOULD ATTEND ASSOCIATION SANCTIONED EVENTS (I.E.: CHIEF'S RETREAT, ANNUAL CONFERENCE, ETC.) AS AVAILABLE.
- f. **SHOULD ATTEND FIRE CHIEF'S ACADEMY GRADUATIONS AND OTHER AWARD EVENTS AS AVAILABLE**

## **Article III. Committees/Workgroups/Liaisons**

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**Section 3.01:** The President shall appoint all standing committees, special committees and workgroups. Special committees, workgroups and Liaisons shall be approved by the Board of Directors.

**Section 3.02:** Standing committees, workgroups and liaisons will have chairs that will report to the Board of Directors at regular scheduled meetings during the year. The emphasis on standing committees will be the importance in the ability of the Association to deliver on the mission, strategic plan, and/or report on associated business.

**Section 3.03:** Prior to taking office in January, the incoming President, shall appoint, or confirm previous appointments, to all existing or new committees/liaison positions. The list below is meant as a guideline and committees may be added or eliminated by approval of the Board of Directors.

Possible list of Committees and Liaisons;

- A. Health and Safety Committee
- B. Legislative Committee
- C. Best Practices Committee
- D. ISO/PPC Committee
- E. Company Officer Symposium Committee
- F. Technology Committee
- G. Strategic Plan Committee
- H. Election Committee
- I. EMS Committee
- J. Fire Chief Academy Committee
- K. LODD Conference Committee

- L. Texas A&M Fire School Advisory Board (TEEX)
- M. Texas Firefighter Fatality Review Panel
- N. IAFC Southwest Division – TFCA Representatives

**Section 3.04 Resignation:** A committee member, working group member, or liaison may resign from their appointed position at any time by providing a letter of resignation to the President.

**Section 3.05 Removal of Committee/Workgroup Chair/or Liaison:** The Board of Directors may remove any committee/workgroup chair, or liaison for just cause by a two-thirds vote of all board members in office, at any regular or special meeting of the Board of Directors. The committee/workgroup chair or liaison must be provided a thirty day, written advanced notice prior to any final action. The officer or director shall be given opportunity to respond in a manner agreeable to the officer or director and the President.

## **Article IV. Amendments**

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Section 4.01 The Board of Directors shall have the power to adopt By-laws consistent with this Constitution and the Constitution of the Texas Municipal League to govern the conduct of its meetings and the business of the Association.

## **Article V. RULES OF ORDER: General Assembly Meeting**

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Section 5.01 The presiding officer shall preserve order and decorum, and shall take no part in debates while they are presiding. All questions of order shall be decided by the presiding officer, subject to an appeal to the members attending. Upon such appeal, the vote shall be taken without debate. The presiding officer may state their reasons for the decision given, and shall put the question as follows: "Shall the decision of the chair be sustained?" A two-thirds majority of those voting shall be necessary to reverse the decision of the chair.

Section 5.02 Every member, when they speak or offer a motion, shall rise in place, state their name and place of residence, and respectfully address the presiding officer. When finished speaking, they shall at once take their seat. The speaker should confine their remarks to the question under debate.

Section 5.03 When two or more members rise to speak at the same time, the presiding officer shall decide who is entitled to the floor.

Section 5.04 A member called to order shall immediately cease speaking and retake their seat until the point of order has been decided, at which time they shall again be entitled to the floor.

Section 5.05 A motion to take the previous question shall always be in order except when a member is in possession of the floor and must be put out without debate, and if supported by a majority of the members present, voting be declared "carried" and no further debate or amendments shall be in order until the main question shall have been decided.

Section 5.06 A motion to adjourn shall always be in order except when a member is in possession of the floor, a vote is being taken, or it has been decided that a vote is now taken. A motion to adjourn is not debatable, but a motion to adjourn to a given time is open to debate.

Section 5.07 For any question coming before the meeting for which no provision has been made in the Constitution, Bylaws, or Rules of Order, the presiding officer shall be guided in their decision by the rules laid down in Roberts Rules of Order.

## **Article VI. RULES OF ORDER: Board of Directors/Executive Committee Meeting**

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Section 6.01 The Board of Directors shall establish rules of order for all meetings not specified in Article V.