

BYLAWS OF  
MICHIGAN FIRE SERVICE INSTRUCTORS ASSOCIATION

We, the Fire Service Instructors of the State of Michigan, in order to secure the better education, provided information, establish continuity, promote fire safety, form lasting bonds, create a good atmosphere and promote professionalism in the fire service, do establish the Michigan Fire Service Instructors Association as a vehicle of service to the people of the State of Michigan.

ARTICLE 1 DEFINITIONS

For purposes of these Bylaws, the terms set forth in this Article shall be defined to have the following meanings, unless the context in which any such terms appears clearly requires a different meaning:

1.1 The term "Board" or "Board of Directors" means the Board of Directors of Michigan Fire Service Instructors Association as established and defined in accordance with Article IV of these Bylaws.

1.2 The term "Association" shall mean Michigan Fire Service Instructors Association, a Michigan nonprofit corporation.

1.3 The term "Director" shall mean an individual member of the Board of Directors.

ARTICLE 11

NAME AND OFFICES

2.1 NAME. The name of the Corporation is Michigan Fire Service Instructors Association (the "Association").

2.2 PLACES OF BUSINESS. The Association shall have its principal place of business in the State of Michigan, and such other locations as the Board of Directors determine from time to time.

2.3 REGISTERED OFFICE. The registered office of the Association shall be maintained in the State of Michigan and may, but need not be, identical with the principal office of the Association. The Board of Directors may change the address of the registered office.

## ARTICLE 111 OBJECTIVES OF THE ASSOCIATION

3.1 OBJECTIVES. The objectives and purposes of the Association shall include but not be limited to the following:

- A. To promote and improve the lot of the public by improving fire protection through improved knowledge and instruction.
- B. To promote and provide the science of fire prevention/suppression instructing and improve methods thereof.
- C. To collect and distribute information relative to the Fire Instructors and others as deemed necessary.
- D. To cooperate with other bodies and organizations to further fire service instructors' knowledge and skills
- E. To promote close cooperation between members of this Association.
- F. To promote the public image and knowledge of the fire instructors and the fire service.
- G. To promote the standardization of training through all agencies at the federal, state and local levels.
- H. To promote public education.

3.2 NONPROFIT OPERATION. The Association is organized and shall be operated exclusively as a non-profit corporation with exempt status as an organization described in Section 501 (c)(4) of the Internal Revenue Code, as amended or hereafter amended from time to time. The Association is not organized for the pecuniary profit of its directors, officers or members. It may not declare or distribute dividends, and no part of its net income shall inure to the benefit of its directors, officers or members. Its net income and assets shall be devoted solely to the purposes of the corporation.

## ARTICLE IV BOARD OF DIRECTORS

4.1 BOARD OF DIRECTORS. The Board of Directors shall manage the business and affairs of the Association, which shall be the governing body of the Association.

4.2 NUMBER AND ELECTION OF DIRECTORS. The Board of Directors shall consist of thirteen (13) persons, excluding persons serving as non-voting ex-officio directors. By a vote of two-thirds of the members present at a regular business meeting, the number of directors may be increased, but not to exceed a total of 13 Directors.

4.3 RESIGNATION. A Director may resign by written notice to the Association. The resignation shall be effective upon its receipt by the Association or at a subsequent time specified in the notice of resignation.

4.4 ABSENCES OF BOARD MEMBERS. If any Director shall be absent without good cause for three (3) or more Board meetings in any twelve (12) month period, the office of the absent Director shall automatically be declared vacant. The President shall determine if good cause exists for the absences of the affected Director. This Section shall not apply to committee meetings.

4.5 POWERS AND DUTIES OF THE BOARD OF DIRECTORS. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the Association and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(4) of the Code, not inconsistent with these Bylaws, with the Articles of Incorporation or with the laws of the State of Michigan. In addition to and not in limitation of all powers express or implied, now or hereafter conferred upon boards of directors of nonprofit corporations, and in addition to the powers mentioned in and implied from these Bylaws, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue notes or other obligations, to secure such obligations by mortgage, security interest or other lien upon any and all of the property of the Association, whether at the time owned or thereafter acquired, whenever the same shall be in the best interests of the Association and in furtherance of its purposes.

## ARTICLE V TERM OF OFFICE ELECTION AND APPOINTMENT OF DIRECTORS AND OFFICERS

5.1 Election of directors and officers shall be held at the regular business meeting during the annual conference.

5.2 The term of office for all directors and officers shall be three (3) years.

5.3 An election Committee shall be appointed by the President. The said committee shall present a slate of officers for election at the annual meeting and conference as per Sections 1 and 2.

### 5.4 THE ELECTION PROCESS:

- A. The chairperson of the election committee shall conduct the business of the election of directors and officers at the annual meeting and conference.
- B. The election will be by secret ballot.
- C. The chairperson shall open the election with nominations from the floor for the first open position which is eligible to be filled by saying, "Are there any nominations

for the office of (position)." The chairperson will repeat that phrase until there are no other nominations and declare them closed for that office. After close of nominations for said office, a vote shall be taken and the winner of the election shall be announced. The chairperson will utilize this same manner of election separately for each of the offices of President, Executive Vice President, Secretary, Treasurer, Directors and Regional Vice Presidents, and Members at Large, if applicable for the election year. Nominees who are not elected for one office may be renominated for other offices during the nomination and election process.

- D. Nominations can be made by any member present and in good standing. They do not require a second. The nominee must be a member in good standing and accept the nomination either in person, by phone or by proxy via a current Board Member before his/her name can be placed in nomination for an office. This election will be by secret ballot.
- E. After all nominations have been closed, the chairperson shall offer each candidate, in the order they were nominated, the opportunity to address the meeting. The candidates may speak only to the election at hand. Each candidate shall have up to one (1) minute of time. A member of the election committee will strictly enforce the time limit.
- F. After a reasonable time, sufficient to prepare and distribute the ballots, the election will take place. Any member present and in good standing, with the exception of the Vice President of the Association can vote by marking the ballot with the appropriate symbol. The candidate receiving the simple majority of the total votes cast for that office is the winner.
- G. In the event there is a tie, the Executive Vice President of the Association shall cast the deciding vote. In the event it is the Executive Vice Presidents position that is tied, the President shall cast the deciding vote and abstain from voting during the Executive Vice President election.
- H. After the final results of balloting have been posted or announced by the election committee and approved by the membership, the committee chairperson shall destroy the ballots and step down from the position; all Board members leaving office will also follow suit. Members elected to the specific positions during the election will take office at that time.

5.5 0 Members wishing to be nominated for the position of representative on the Michigan Fire Fighters Training Council must have the following qualifications:

- A. Must be a member in good standing.

- B. Must be a member of the current Board of Directors for 4 years.
- C. Must be able to meet the necessary requirements stated by the State of Michigan Office of Appointments.

5.6 The President will consult for feedback from the Board before making the final recommendations to the State of Michigan Office of Appointments, using this feedback as assistance with the ranking of potential candidates.

5.7 Upon meeting these qualifications, and accepting requests and paperwork for the position, the President shall submit a list of names to the Governor for consideration. The candidate selected by the Governor shall fill the role as a representative of the MFSIA Executive Board on the Michigan Fire Fighters Training Council.

## ARTICLE VI BOARD MEETINGS AND MISCELLANEOUS

6.1 ANNUAL AND REGULAR MEETINGS. The Board of Directors shall establish a schedule of the time and place for regular meetings, which shall include at least six (6) regular meetings in each year. The regular meeting during the Association's Annual Conference shall be the annual meeting of the Board.

6.2 NOTICE OF ANNUAL AND REGULAR MEETINGS. Notice of the time and place of all regular meetings shall be posted on the Association website, [www.MFSIA.com](http://www.MFSIA.com) at least seven (7) days prior to the date of the meeting. A form of electronic transmission to which the President has consented may also give the notice.

6.3 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or the Executive Vice President and shall be called by the Secretary upon the receipt of a written request executed by any three (3) Directors.

6.4 NOTICE OF SPECIAL MEETINGS. Notice of special meetings shall be given by mail, addressed to the last known post office address of each President, the same appears on the records of the Association, at least two (2) days in advance of the meeting, or, in the alternative, may be delivered personally or by telephone to each President not less than twenty-four (24) hours prior to the meeting. The notice shall state the time and place of the meeting and the business to be transacted. No business other than that stated in the notice of the meeting shall be conducted at any special meeting. A form of electronic transmission to which the Director has consented may also give the notice.

6.5 WAIVER OF NOTICE OF MEETINGS. Notice of any regular or special meeting of the Board of Directors may be waived in writing or by electronic message before the meeting. Attendance at any meeting constitutes waiver of notice of that meeting unless the sole purpose of the Director's attendance is to state an objection to the meeting.

6.6 PLACE OF MEETINGS. All meetings of the Board of Directors shall be held at such location within or outside the State of Michigan as may be determined by the Board.

6.7 INVITED GUESTS. The President or the Executive Vice President of the Association may invite such other persons, as they deem appropriate to attend a meeting of the Board of Directors. Directors who desire to invite a guest presenter shall request preapproval of the guest's attendance from the chair or vice chair.

6.8 EXECUTIVE SESSION. The Board of Directors may declare an Executive Session of the Board and exclude non-Directors from the meeting, at any time when the Directors deem such an Executive Session to be in the best interests of the Association.

6.9 PARTICIPATION BY MEANS OF COMMUNICATIONS EQUIPMENT. A member of the Board of Directors or of a committee of the Association may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

6.10 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors or a committee of the Association may be taken without a meeting, without prior notice and without a vote, if, before or after the action, all of the Directors or committee members entitled to vote thereon severally or collectively consent in writing or email. Such written consents shall have the same effect as a vote of the Board or of the committee for all purposes.

6.11 QUORUM AND VOTING REQUIREMENTS. At least five (5) of the members of the Board of Directors then in office and a majority of the voting members of any committee shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or a committee. The vote of a majority of the Directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee, except as the laws of the State of Michigan, these Bylaws or the Articles of Incorporation may require a larger vote. A committee may, however, make recommendations and reports to the Board of Directors without a quorum being present.

6.12 ADJOURNMENT. Any meeting of the Board of Directors may be adjourned to any other time or place, provided that notice of the time and place of the adjourned meeting is given to all Directors not present at the time of the adjournment.

6.13 COMPENSATION. No member of the Board of Directors shall be entitled to any compensation for his or her services as a Director: Provided, however, that the foregoing shall not prevent the Board of Directors from providing reasonable compensation to a Director for services which are beyond the scope of his or her duties as a Director, for reimbursing any Director for expenses actually and necessarily incurred in the performance of duties as a Director, or from

entering into a contract directly or indirectly with a Director for the providing of goods or services to the Association, if such contract is in the best interest of the Association, on fair and reasonable terms, if the Director's interest is disclosed or known to the Board of Directors, the contract is authorized by a vote of the Board of Directors sufficient for the purpose without counting the vote of any interested Director, and all other provisions and procedures set forth in the Association's Conflict of Interest Policy are otherwise complied with.

6.14 EXCLUSIVE EMPLOYMENT. No Director may, during the term of his or her office, also be an employee of the Association. An elected Director shall be ineligible for such employment, and application for such employment shall operate as an automatic resignation from the Board of Directors and create an immediate vacancy thereon.

6.15 EXECUTION OF CONVEYANCE, MORTGAGES AND CONTRACTS. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the Association. Such authority may be general, or may be confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President, Executive Vice President or any Vice President and the Secretary or Assistant Secretary or the Treasurer or the Assistant Treasurer may execute any such instrument on behalf of the Association.

6.16 RELIANCE ON AUTHORITY. Any person dealing with the Association or its property in reliance upon any instrument executed in accordance with these Bylaws or duly certified corporate resolutions shall be fully protected thereby, and shall be under no duty to inquire as to the authority of the persons executing such instrument(s) on behalf of the Association.

6.17 APPOINTMENT OF AUDITORS. The President shall authorize the members at large to conduct an audit annually to examine and render a report on the financial statements of the Association as at the close of each fiscal year.

6.18 FISCAL YEAR. The fiscal year of the Association shall end on December 31<sup>st</sup> of each year or such other date as shall be fixed by resolution of the Board of Directors from time to time.

6.19 CORPORATE SEAL. The Board of Directors may adopt a corporate seal for the Association. The corporate seal shall have inscribed thereon the name of the Association and the words "Corporate Seal, Michigan". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

6.20 BOOKS AND RECORDS. The Association shall keep within the State of Michigan, books and records of account and minutes of the proceedings of its Board of Directors. The Association shall keep at its registered office records containing the names and addresses of

all Directors. Any such books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

6.21 INTERNAL AFFAIRS. These Bylaws shall govern the internal affairs of the Association to the extent they are consistent with the law and the Articles of Incorporation. Nothing in these Bylaws shall, however, prevent the imposition by contract of greater voting, notice or other requirements than those set forth in these Bylaws.

## ARTICLE VII

### OFFICERS

7.1 OFFICERS. The Association Members at each annual meeting of the Association shall elect a group of officers of the Association, and the Board of Directors shall consist of a President, Executive Vice President, Secretary, Treasurer, North Vice President, East Vice President, South Vice President, West Vice President, Upper Peninsula Vice President, and four Members at Large.

7.2 ELECTION AND TERM OF OFFICE. All officers shall be elected for a term of three (3) years (or until their successors have been elected). Two or more offices may be held by the same person, except that no person may serve as the President and Executive Vice President or as the Chairman. No person may execute, acknowledge or verify any instrument in more than one capacity. An officer may serve any number of successive three (3) year terms in the same office, or any other office, without limitation.

7.3 OFFICERS SERVE AT THE PLEASURE OF THE ASSOCIATION. All officers of the Association shall hold office at the pleasure of the Association membership. Any officer may be removed by a 3/4 majority vote of the Board of Directors at any time, with or without cause.

7.4 RESIGNATION. An officer may resign by written notice to the Association. A resignation shall be effective upon its receipt by the Association or at a subsequent date specified in the notice of resignation.

7.5 VACANCIES. Officer vacancies as a result of death, resignation, removal or inability to serve may be filled by an appointment from the President of the Association with a simple majority affirmative vote of the Board of Directors. Provided, however, the qualifications set forth in these Bylaws must be satisfied. Each Officer so chosen shall hold office for the remainder of the term for which the vacancy resulted.

7.6 PRESIDENT OF THE BOARD. The President shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex officio member of all committees of the Association. and shall be privileged to attend and to participate without vote in meetings of all committees of which the



President is not otherwise a member. The President shall perform such other duties as are determined from time to time by the Board.

7.7 EXECUTIVE VICE PRESIDENT. The Executive Vice President shall act under the direction of the President, and in the absence or disability of the President, shall perform the duties and exercise all of the powers and authority of the President. He or she shall assist the President whenever advisable or necessary, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

7.8 SECRETARY. The Secretary shall act under the direction of, and be accountable to the President. Subject to the direction of the President, he or she shall attend all meetings of the Board of Directors and record, or cause to be recorded all proceedings. He or she shall give, or cause to be given notice of all regular and special meetings of the Board of Directors and shall perform, or cause to be performed such other duties as may be prescribed from time to time by the Board of Directors. He or she shall keep in safe custody the seal of the Association and, when authorized by the President or the Board of Directors, cause it to be affixed to any instrument requiring it. He or she shall sign or attest all instruments on behalf of the Association as he or she shall be authorized by law or the Board of Directors to do, and keep in safe custody all books and records of the Association. He or she shall also receive and attend to all correspondence of the Board of Directors.

7.9 TREASURER. The Treasurer shall act under the direction of, and be accountable to the President. He or she shall cause full and accurate accounts of the Association's funds and securities to be kept in books belonging to the Association. He or she shall render reports from time to time, as requested by the Board of Directors, of the financial condition of Association, and shall perform such other duties as usually pertain to the office as may be determined from time to time by the Board of Directors.

7.10 REGIONAL VICE PRESIDENTS. Regional Vice Presidents shall act under the direction of, and be accountable to the President. Each shall be elected from the areas as described within this document. Individuals shall be eligible based on their place of employment or fire service activity area and not on residence. Regional Vice Presidents shall be responsible for area needs and activities, such as email updates and communications with MFSIA members within a particular region; the individual will also attend meetings conducted in their area as specified by the Executive Board, and provided a minimum of one nomination for the annual Regional or overall Instructor of the Year award. Regional Vice Presidents to serve on the Executive Board with full voting rights, and to attend such meetings that may be called by the President.

7.11 MEMBERS-AT-LARGE. The Members-at-Large shall assist, guide and counsel the Officers in all Association business and activities. The Members-at-Large shall conduct an internal annual audit of the Association records, monies and activities.

7.12 CUSTOMARY POWERS. To the extent the powers and duties of the several officers are not provided from time to time by resolution, these Bylaws, or the directive of the Board of Directors, the officers shall have all powers incident to their offices and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Association.

7.13 CHECKS. All checks, drafts and orders for the payment of money shall be signed in the name of the Association in such manner and by such officer or officers or such other person or persons as the Board of Directors shall from time to time designate for that purpose. The limit on credit cards shall be \$500.00

7.14 PURCHASING. All non-budgeted expenditures exceeding \$1500.00 shall be approved by a simple majority vote of the Board of Directors

### ARTICLE VIII

#### EXECUTIVE BOARD AND COMMITTEES

8.1 COMMITTEES. The President may establish such standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Association, and shall define the powers and responsibilities of such committees. Unless otherwise provided for in this Article, members of all special and standing committees shall be appointed by the President. Members of committees shall serve a one (1) year term but shall be subject to removal at any time by the President. The President shall designate the chairperson of all committees when the committees are elected. Persons who are not Directors shall be eligible to serve on committees.

8.2 EXECUTIVE BOARD. The Executive Board shall consist of the President, the Executive Vice President, Secretary and Treasurer. The Executive Board shall meet at the call of the President, and exercise such functions and powers as the Board provides, and shall otherwise manage the affairs of the Association between meetings of the Board of Directors. The Executive Board shall also give attention to major financial issues facing the Association and other subsidiaries of the Association.

Notwithstanding the foregoing, the Executive Board shall not have the power or authority to:

- A. Amend the Articles of Incorporation;
- B. Adopt an agreement of merger or consolidation;
- C. Approve the sale, lease, or exchange of all or substantially all of the Association's property and assets;

- D. Approve dissolution of the Association or revocation of a dissolution;
- E. Amend these Bylaws;
- F. Fill vacancies on the Board and/or appoint officers;
- G. Modify the purpose of the Association; or
- H. Approve the incurrence of any long-term debt, or the capital and/or operating budgets of the Association.

A quorum for the transaction of business by the Executive Board shall be a majority of its members. Any resolution or action of a majority of the members of the Executive Board at a meeting at which a quorum is present shall be the valid resolution or action of the Executive Board.

The Executive Board shall keep records of its proceedings, and shall report on its actions at the next meeting of the Board of Directors.

8.3 STANDING COMMITTEES. The Chairman of each committee shall be appointed by the President.

- A. Articles and By-Laws Committee shall be responsible for reviewing, updating, and making recommendations for changes of the Association.
- B. Public Relations Committee, shall promote this organization by following the code of ethics of the International Society of Fire Service Instructors and the promotion of the image of the Fire Service.
- C. Membership Committee shall promote the Association through contact of potential members urging their joining, assist the Treasurer in collection and filing of membership applications and dues. Also assist in contacting of lapsed members.
- D. Education, Research and Development Committee shall pursue and report on the highlights of ongoing, new ideas, curriculum, and techniques in our field.
- E. Conference Committee shall develop the program for the annual conference of the Michigan Fire Service Instructors Association and make arrangements for this conference.
- F. Instructor of the Year Committee shall be responsible for selection of the recipient of this award and set forth by the guidelines of this Association. Likewise, this committee will also select Regional Instructor of the Year award recipients.

The President has the right to create a committee in order to assist with a particular topic or issue of the organization.

8.4 COMMITTEE MEETINGS. Standing committees shall meet as often as required to conduct their business. Special committees shall meet at least as often as prescribed in the resolution establishing the committee. All committees shall maintain written records summarizing their proceedings and shall report their activities regularly to the Board of Directors.

## ARTICLE IX MEMBERSHIP AFFILIATES AND MEETINGS

9.1 MEMBER OUALIFICATIONS. Members shall be fire service instructors actively engaged in fire service instruction, and/or persons and firms interested in the fire service instructional field.

9.2 MEMBERSHIP TERMINATION. Membership in the Association shall cease when a member resigns or fails to pay dues. Or for any action that violates Article III of these by laws or the Code of Ethics in Article XII

9.3 NEW MEMBERS. New member applications that have been properly processed, shall be approved by the Membership Chair and reported at each Executive Board meeting.

9.4 DUES. Dues of the Association shall be established by the Executive Board and shall be due annually or the last day of the month that the Member was enrolled. A. All voting members of the MFSIA are subject to yearly dues.

- B. Any Executive Board member who shall have let dues lapse shall pay the dues prior to voting at any regular business meeting.
- C. New members are required to pay dues with application.

The Secretary shall inform all Association members on record of all the Executive Board meetings, times, and places. He/she shall also report to the membership the business conducted at Executive Board meetings and special meetings as called by the President or Executive Board.

9.5 MEETINGS ORDER OF BUSINESS.\_ Meetings of the Association shall substantially adhere to the following order of business:

- A. Roll call of officers.
- B. Guest presentations if applicable.
- C. Reading of minutes of previous meetings.
- D. Reading of bills and communications.
- E. Report of the Treasurer.
- F. Report of standing committees.

- G. Report of special committees.
- H. Unfinished business and/or old business.
- I. New business
- J. Election and installation of officers (Annual Conference).
- K. Location and program of next meeting.
- L. Good of the Order & Audience Forum.
- M. Call for adjournment.

As part of the Order of Business, the chairperson of the Executive Board Meeting reserves the right to set a time limit during the audience forum portion of the meeting.

9.6 RULES OF ORDER. Roberts Rules of Order shall govern all transactions of business of all Association meetings. Where this constitution and by-laws conflict with Robert's Rules of Order, the constitution and by-laws shall take precedence. A copy of such rules shall be made available to all officers and Members at Large.

9.7 INSTRUCTOR OF THE YEAR. An "Instructor of the Year" award may be presented to one individual annually at the MFSIA Conference. Any person honored by the Association as "Instructor of the Year" shall be declared a Lifetime Member of the Association. A Lifetime Member of the Association shall be exempt from paying annual dues for a period of 5 years following the receipt of the award.

9.8 The statewide "Instructor of the Year" award shall only be awarded to any one certain individual once in his/her lifetime.

9.9 Instructor Sections (i.e. Michigan Chiefs) may be formed as affiliates of the Association which shall abide by the Michigan Fire Service Instructors Association Articles and By-Laws. Sections shall provide reports of their activities to the Executive Board during regular business meetings.

9.10 AWARDS. Besides the Instructor of the Year award, other awards may be given annually including the following:

- A. Regional Instructor of the Year award: Individuals from all five MFSIA regions may be nominated for recognition as Regional Instructor of the Year. Individuals receiving this award need not be a current member of the MFSIA.
- B. President's Award (if applicable): The President of the Association may present an award to an individual or organization who has furthered the interests of the MFSIA or has performed actions resulting in recognition. If a new President is elected during the Annual Conference, the previous President reserves the right to distribute this award the following year.

9.11 CORPORATE SPONSORSHIPS. Corporations or businesses wishing to become associate members of the MFSIA may do so upon paying dues to the MFSIA; This will be known as an “associate membership” Associate membership will be \$350 and will include a non-voting membership, vendor table and meals at the annual conference, all insurance benefits that the Association includes with membership.

## ARTICLE X INDEMNIFICATION

10.1 INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BY THIRD PARTIES. Association shall, to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act (the "Act") or other applicable law, as the same presently exists or may hereafter be amended, indemnify a present or former director or officer (the "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Association, by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The right of indemnification herein provided shall be applicable only to the extent that such liabilities, expenses, and costs are not otherwise covered by or through collectible policies of insurance which may be carried by or for the benefit of such person, or this Association, or any other corporation or organization.

10.2 ACTIONS BROUGHT BY THE INDEMNITEE. Notwithstanding the provisions of Section 10.1 of this Article, the Association shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the board of directors of the Association, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

10.3 APPROVAL OF INDEMNIFICATION. An indemnification under Section 10.1 of this Article, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the

circumstances because the Indemnitee has met the applicable standard of conduct set forth in Section 10.1 of these Bylaws. This determination shall be made promptly in any of the following ways:

- A. By a majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit, or proceeding.
- B. If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested Directors.
- C. By independent legal counsel in a written opinion.

10.4 ADVANCEMENT OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 10.1 of this Article shall be paid by the Association in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Association. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

10.5 LIABILITY INSURANCE. The Association shall have the power to purchase and shall maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of the Act.

10.6 CONTRACT WITH THE ASSOCIATION. The right to indemnification conferred in this Article shall be deemed to be a contract between the Association and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the Association shall give written notice thereof to the directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

## ARTICLE XI

### AMENDMENTS

11.1 AMENDMENTS TO BY-LAWS. Amendments to the By-Laws shall be proposed by a vote of three-fourths (3/4) of the members of the Board of Directors and shall be approved by a vote of three-fourths of the membership of the Association present at the meeting.

11.2 CHANGES TO ARTICLES OF INCORPORATION. Changes to the Articles of Incorporation shall be proposed by a vote of three-fourths of the Board of Directors and shall be approved by a vote of three-fourths of the membership of the Association present at the meeting.

11.3 NOTIFICATION. Notice, via website or electronic mail, shall be presented to all members in good standing of all proposed changes by the Board of Directors not less than 30 days prior to the time in which the final membership vote will be taken. The proposed change shall appear on the website and by email, exactly as it will appear in the Articles of Incorporation and By-Laws.

## ARTICLE XII CODE OF ETHICS

12.1 CODE OF ETHICS. The Code of Ethics for this Association shall be the Code of Ethics of the International Society of Fire Service Instructors.

## ARTICLE XIII EFFECTIVE DATE

13.1 EFFECTIVE DATE. These Bylaws were adopted by the Board of Directors of Michigan Fire Service Instructors Association with an Effective Date of October 23<sup>rd</sup> 2010.

REVISED: APRIL 14<sup>th</sup>, 2017

JUNE 6, 2017

Dated: October 23, 2010

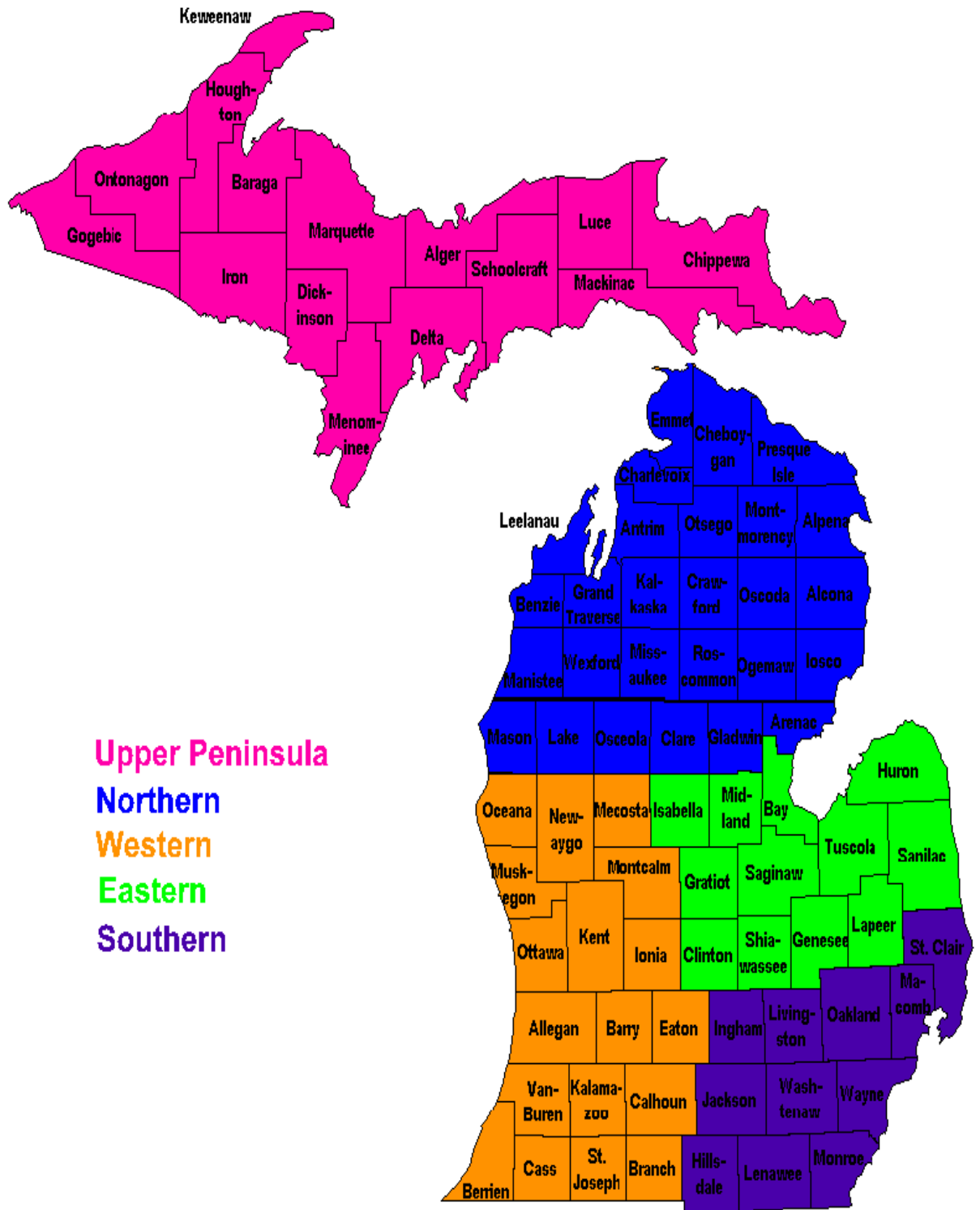
RICK  
VANHORN



Secretary of the Board of Directors



DISTRICTS FOR MFSIA REGIONAL VICE-PRESIDENTS



## BOARD OF DIRECTORS ELECTION SCHEDULE

Per the By-Laws of the Michigan Fire Service Instructors Association, the length of term for members of the Board of Directors is three (3) years. The following shall be the election schedule:

### YEAR 1 (starting in 2010):

President  
Upper Peninsula Vice-President  
West Vice-President  
Member at Large #1  
Member at Large #2

### YEAR 2:

Executive Vice-President  
East Vice-President  
North Vice-President  
Member at Large #3

### YEAR 3:

Secretary  
Treasurer  
South Vice-President  
Member at Large #4