



Metropolitan Fire Chiefs Association Special Meeting Minutes
Thursday September 1, 2022
Empress Banquets- 200 East Lake St., Addison, IL



THIS WAS THE BUSINESS MEETING PRIOR TO THE 2022 FALL SYMPOSIUM

1. **Call to Order.** In the absence of President John Christian, 1st Vice President Steve Evans called the meeting to order at 8:33 a.m. on September 1, 2022.
2. **Pledge of Allegiance.** 1st VP Evans led attendees in the Pledge of Allegiance.
3. **Roll Call** (Minimum of 20 members plus President or VP). Based on the attendance roster, 1st VP Evans confirmed the presence of a quorum, as defined in the By-Laws.
4. **Introduction of Sponsors & Guests.** 1st VP Evans thanked the meeting/symposium sponsors, Chicago Fire & Water Restoration, W.S. Darley, the Illinois Public Risk Fund, and Restore Restoration – and he asked attendees to visit the vendor tables during the morning.
5. **New Business.**
 - A. **By-Laws Amendments.** Secretary Alan Wax presented the By-Laws amendments that were emailed to members, published on the organization’s website, presented at meetings since the Executive Board recommended the amendments in April, and were located on the tables at this meeting. Warrenville made a motion to approve the amendments as recommended. The motion was seconded by La Grange and unanimously approved by voice vote. The approved amendments are included in these minutes as [Attachment A](#).
 - B. **2023 Slate of Officers.** Nominating Committee Chairperson Fred Friedl presented the following slate as the Committee’s (Executive Board’s) recommendation for 2023 organizational elected officers:

i. President –	Winfield FPD Chief Steve Evans
ii. 1 st Vice President –	Warrenville FPD Chief Andy Dina
iii. 2 nd Vice President –	Hoffman Estates FD Chief Alan Wax
iv. Secretary –	River Forest FD Chief Tom Gaertner

Chairperson Friedl called for nominations from the floor three distinct times. Hearing no nominations following each of the three calls, Director Dick Swanson made a motion to close the nominations. The motion was seconded by Alsip and unanimously approved by voice vote. Chairperson Friedl noted that the election will be held at the November meeting, and oaths of office will occur at the December installation luncheon.
6. **Open Discussion.** None
 - A. **Raffle.** Treasurer Deegan announced that, during the morning, a 50/50 raffle would be going-on, with proceeds to benefit the National Fallen Firefighters Foundation (NFFF) 9/11 Stair Climb at Soldier Field.
 - B. **IFCA Update.** Illinois Fire Chiefs Association Executive Director James Grady, III provided brief updates related to the following:
 - i. Greetings, regards, and wishes from IFCA President John Kachanuk.
 - ii. The July Golf Outing raised over \$25,000 for the IFCA Educational & Research Foundation. Thank you to participants, sponsors, and supporters.
 - iii. A grant has been approved for Company Fire Officer (CoFO) and Advanced Fire Officer (AdFO) classes.
 - iv. The revamped Chief Fire Officer (CFO) program is coming, with notices being sent and more information to be provided. The IFCA is working with the Center for Public Safety

Excellence and the Illinois Fire Service Institute in developing the program, which unprecedented partnerships are recognized.

- v. Senior Fire Officer classes are being scheduled.
- vi. The clay shoot fundraiser is being planned and information will be out soon.
- vii. The 8/14 IFCA Day at the State Fair Fire Safety Display went very well – thank you to participants.
- viii. Electronic voting for the IFCA 2022-2023 officers will run from September 14th through 21st.
- ix. Reminder about the IFCA conference to be held in October.
 - x. The IFCA is supporting, and offers a reminder, of the NFFF 9/11 Memorial Stair Climb at Soldier Field.
 - xi. The Administrative Professional of the Year Award nomination forms are out – please enter nominations.
 - xii. Plans are under way for the 2023 Volunteer and Combination Officers Committee (VCOC) Conference. Thank you to the officers of the VCOC.
 - xiii. Chief Kent Adams of the Romeoville FD is the new Chairperson of the EMS Committee. Many thanks are extended to Chief Mike Hansen for ALL of his hard work and contributions throughout the decades, along with congratulations on his well-deserved retirement in August.
 - xiv. The planning for the June 2023 combined conference with the Fire Protection Districts is well under way and is going very well.
 - xv. With the conference to be moved to June, as indicated above, the IFCA annual Symposium will be held in October starting in 2023, with new officer inductions at the Symposium.

C. Thanks. 1st VP Evans thanks the Symposium organizers, Empress Banquet Hall staff, Metro Chiefs Executive Board, presenters, and attendees for making the day a success.

7. Future Meetings. 1st VP Evans advised the attendees that the next Regular lunch meeting will be on Thursday, November 3, 2022 at the Empress Banquet Hall. The annual Installation Luncheon will be on Thursday, December 1, 2022 at the Empress Banquet Hall.

8. Adjournment. Long Grove made a motion to adjourn the business meeting. The motion was seconded by River Forest and was unanimously approved by voice vote. The meeting adjourned at 8:44 a.m.

Following the business meeting, the Fall Symposium was conducted and included the following:

- Elgin Fire Chief Robb Cagann and Battalion Chief Tim Ryan presenting on the multiple-victim shooting incident on April 10, 2022.
- La Grange Fire Chief Terry Vavra and Chaplain Tim Perry sharing the effects on their department of the May, 2021 suicide of a member, and their perspectives on resiliency of an organization and its members in such high-impact situations.
- DuPage County Emergency Management Coordinator John Nebl providing an overview of interoperable communications, as well as assets available through the Strategic Technology Reserve. This included a display of resources in the parking lot.

ATTACHMENT A - 9/1/2022 MEETING MINUTES



To: Active Members of the Metropolitan Fire Chiefs Association
From: Alan Wax and Michael Kuryla, By-Laws Committee Co-Chairpersons
Date: September 1, 2022
Subject: Proposed Amendments to the Metro Chiefs By-Laws for Approval

This memo matches the email sent to members on April 29, 2022 and posted on the website for months describing the proposed By-Laws amendments that are to be discussed at today's meeting.

These amendments were recommended for approval by the Executive Board at their March 16, 2022 meeting. Many of the proposed amendments just serve as clarification. The following is a summary of more "substantive" amendments proposed, with brief explanations:

- Added in several places is clarification of what is required for something to be approved. One example of past confusion and inconsistencies was when there were a couple of vacancies in the 8 voting positions on the Executive Board - there were questions on if "approval of the Executive Board" meant a majority of the filled positions on the Board (4 of 6), a majority of all positions including vacant ones (5 of 8), or a majority of those present at the meeting when the vote was taken. Vote requirements have been clarified throughout.
- Article 3, Section 2 - Affiliate Member. Affiliate Members have historically not been allowed to vote, except there has always been a provision in Article V, Section 1 for an option to appoint one Affiliate Member to the Board with Director voting authority. The amendment in this Article 3, Section 2 clarifies that Affiliate members do not have voting authority except if appointed as a Director (or any other change specifically included in the By-Laws - none of which are proposed here or in the foreseeable future).
- Article 3, Section 4 - Retired Member. Provides that an Affiliate Member may join as a Retired Member after retirement.
- Article 3, Section 6 - Voting Privileges. Clarifies that an Affiliate Member that is appointed to the Executive Board as a Director pursuant to the By-Laws holds voting privileges.
- Article 3, New Section 7 - Membership Termination. Currently, the provision in Section 6 allows for termination of a member by a $\frac{2}{3}$ vote of the Executive Board. The proposed amendment adds a process for an appeal to the general membership at a meeting, with a majority vote of members attending the meeting required to overturn the termination.
- Article 4, Section 4 - Secretary. The Board feels there is not a reason to continue to limit the service of the Secretary to three consecutive years in that role.

- Article 4, Section 5 - Treasurer. The Board feels that a Board confirmation of the President's appointment of the Treasurer is appropriate, so such provision was added.
- Article V, Section 1 - Executive Board. Recently, there were multiple Director position vacancies on the Executive Board, and there was limited interest expressed to fill those vacancies for quite a while. Fortunately – eventually – newly-appointed chiefs and some others agreed to serve, so the Board positions are now all filled - however it highlighted the difficulty (which has been a problem in the past as well) in getting our members to serve in Director roles. This proposed amendment provides that up to three Director positions instead of the current one position MAY be filled with Affiliate members (generally deputy chiefs), provided that the Affiliate Members' fire chiefs are Active members. The goal is to fill positions with Active members, however this provides some flexibility to fill vacancies with other dedicated members, which may provide the organization with future leaders and those eager to contribute. Active Members will continue to make-up a majority of the Executive Board.
- Article V, Section 2E - Treasurer. There has never been anything in the By-Laws regarding the preparation of the organization's annual budget. This proposed addition provides for the annual budget, as well as what should be included in the regular Treasurer Reports.
- Article 6, Section 2D - Awarding of Gifts. Current language provides that, for those members who qualify for Honorary Retired Membership, a retirement gift is either a gift certificate or plaque. There has been some confusion and several accidentally-overlooked presentations in the past. The Executive Board recommends replacing these gifts with the presentation of free lifetime Retired Membership and a certificate of appreciation.
- Article VIII, New Sections 6 & 7 - Electronic Meetings & Voting. Given the experience of the last couple of years due to the pandemic and having to adjust our processes, the proposed amendments in these sections provide for electronic/online meeting attendance and electronic/online nominations and elections, if necessary.

Thank you for your consideration of these amendments.

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ASSOCIATION BY-LAWS (8/2018 Proposed 2022 Updates)

ARTICLE I

Name

The Name of the Association shall be the Metropolitan Fire Chiefs Association of Illinois.

Its principal place for the transaction of business shall be the State of Illinois.

ARTICLE II

Intent and Purposes

It is the intent and purpose of the Metropolitan Fire Chiefs Association of Illinois to generally improve the fire service, to establish a communications network between the area fire chiefs, and to work toward the betterment of member departments.

ARTICLE III

Membership

Section 1.

Active Member: To be eligible for active membership, it is necessary to be the Chief Officer of a ~~F~~ire ~~D~~epartment of a municipality, ~~G~~overnmental ~~A~~gency, or ~~F~~ire ~~P~~rotection ~~D~~istrict; or a Director or Chief of a ~~P~~ublic ~~S~~safety ~~D~~epartment; and such official shall apply to the Secretary for membership. Membership shall be subject to the approval of a majority of the members in occupied (non-vacant) positions with voting privileges on the Executive Board ~~and ratification of the membership.~~

Section 2.

Affiliate Member: A Fire Department Officer (other than the Chief Officer), technician or specialist associated with, or contributing their special knowledge and skills to, the fire departments or to this Association itself, and/or a person who has a special interest in the field of fire protection and in the work of this Association. Said Affiliate Member shall have all privileges of membership in this Association except the right to vote and to hold any elective or appointive office, unless otherwise provided in these By-Laws. The membership application shall follow the same procedures as stated in Section 1 above.

Section 3.

Honorary Retired Member: A Fire Service Chief who has been an Active Member of this Association for at least five (5) years shall automatically qualify to become an Honorary Retired Member of this Association. The membership application shall follow the same procedures as stated in Section 1 above.

Section 4.

Retired Member: Any person who has been an Active Member or Affiliate Member may apply to the Secretary of this Association for Retired Membership. The membership application shall follow the same procedures as stated in Section 1 above.

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Section 5.

Associate Member: Any person dealing with the fire service, fire equipment and/or related supplies may apply for Associate Membership with the sponsorship of an Active Member. The membership application shall follow the same procedures as stated in Section 1 above.

Section 6.

Members with Voting and Office-Holding Privileges: Only Active Members, the Treasurer, Affiliate Members that are appointed to the Executive Board as Directors, and the appointed Retiree Director may cast ballots or conduct business of the Association, and only Active Members may be eligible for elective office in this Association. Only one vote may be cast per member fire department, agency, or district.

Section 7.

Termination of Membership: Membership may be terminated by ~~recommendation of~~ the Executive Board, ~~with upon~~ approval ~~upon a~~of two-thirds ($\frac{2}{3}$) ~~vote~~ of those ~~Active- Executive Board~~ Members in occupied (non-vacant) positions with voting privileges and in attendance at an Executive Board Meeting where business is being conducted as provided in Article VIII, Section 5; and upon notice provided to the Member of the termination. The terminated Member may appeal their membership termination to the general membership by submitting a notice of appeal to the President within thirty (30) days of receipt of the notice of the termination. Upon such an appeal, the appeal shall be heard at the next Regular, Special, or Annual Meeting of the membership where business is being conducted as provided in Article VIII, Section 5. Following presentations at the meeting by the terminated Member and the Executive Board, a secret ballot shall be held to determine if the termination is upheld or reversed. Reversal of the termination shall require a majority vote of the members with voting privileges in attendance at the meeting.

ARTICLE IV
Officers and Elections

Section 1.

President: The office of the President, upon the election at the Annual Meeting, shall be filled by the member holding the office of immediate First Vice-President, provided such is confirmed through that election as provided in Article V, Section 1.B, below.

Section 2.

First Vice-President: The office of the First Vice-President, upon the election at the Annual Meeting, shall be filled by the member holding office of immediate Second Vice-President, provided such is confirmed through that election as provided in Article V, Section 1.B, below.

Section 3.

Second Vice-President: The office of the Second Vice-President shall be ~~elected~~ filled by election by ballot at the Annual Meeting as provided in Article V, Section 1.B, below ~~by votes of a majority of the Active Members present at such meeting.~~ In the event of a non-opposed ballot, the Secretary shall cast a unanimous ballot.

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Section 4.

Secretary: The office of the Secretary shall be ~~elected~~ filled by election each year at the Annual Meeting as provided in Article V, Section 1.B, below. ~~No one may hold this office for more than three (3) consecutive years.~~

Section 5.

Treasurer: The office of the Treasurer shall be filled by appointment by the President ~~annually~~, with confirmation by a majority of Executive Board members eligible to vote and in attendance at an Executive Board Meeting where business is being conducted as provided in Article VIII, Section 5. Removal from office shall be at the discretion of the President, as confirmed by three-fifths (3/5) of all members in occupied positions eligible to vote on the Executive Board.

Section 6.

Historian: The Historian shall be appointed by, and shall serve at the ~~pleasure~~ discretion of, the Executive Board by majority vote of all members in occupied positions eligible to vote on the Executive Board.

ARTICLE V
Management

Section 1.

Executive Board: The management of the business and affairs of the Association shall be in the hands of an Executive Board which shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past President and eight (8) Directors. ~~Six-Four (64)~~ Six-Four (64) Directors shall be appointed by the President from the Active membership. The fifth (5th) through seventh (7th) Directors shall be appointed by the President from either the Active or Affiliate membership and shall have Directors' voting powers/privileges. Any Affiliate Member Director must be from an organization with an Active Member. The eighth (8th) Director, appointed by the President, shall be an Honorary Retired Member of the Association with Director's voting ~~power/privileges~~. The Directors shall be selected from ~~an area~~ to best represent the entire Association.

- A. The Executive Board also constitutes the Nominating Committee. This committee shall provide a slate for nomination to be presented at the ~~Regular meeting~~ Regular meeting prior to the ~~Annual meeting~~. At this Regular Meeting and at the Annual Meeting, nominations may also be made from the floor by any ~~Active Member~~ with voting powers/privileges.
- B. All nominations shall be voted upon by secret ballot at the Annual Meeting unless there is only one (1) candidate for the office to be filled. The candidate receiving a majority of votes of the members with voting privileges in attendance for each office shall be declared elected. In the event no candidate receives a majority of votes on the first ballot, another ballot shall be taken between the two (2) candidates receiving the highest number of votes on the first ballot, and the one receiving a majority of votes on the second ballot shall be declared elected.
- C. Newly-elected officers shall take office one month after their election.
- D. Only Active Members shall be eligible for election to office in this Association.

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- E. Minutes of each Executive Board meeting shall be presented to the Association ~~at its Regular Meeting or~~ via the Association's website, and shall be placed on file with the Secretary.

Section 2.

Duties of Officers: The duties of the elected and appointed officers shall be described in the following paragraphs:

- A. President: The President shall prepare an agenda for, and preside at, all meetings of the Association and the Executive Board, and enforce order and strict compliance with the By-Laws of this Association. The President shall appoint ~~a one or more~~ Sergeant(s) at Arms, who shall be (an) ex-officio member(s) of the Executive Board with no voting ~~power~~privileges, to assist in the enforcement of the By-Laws and perform such other duties as the President may prescribe. The President shall appoint the chairpersons and members of all committees with the advice and consent of the Executive Board by a majority of Executive Board Members with voting privileges in attendance at an Executive Board Meeting where business is being conducted as provided in Article VIII, Section 5.; ~~shall require such members to perform the duties assigned to those committees, and~~ The President shall be an ex-officio member of each committee. The President shall see that all officers faithfully and impartially perform their respective duties, and shall, unless otherwise provided for in these By-Laws, fill all vacancies in office and committees due to absences or other causes. The President shall transact all other business appertaining to the office. The President shall cast the deciding vote in the event of a tie, and sign all official documents that are authorized by the Association or the Executive Board.
- B. First Vice-President: The First Vice-President shall assist the President in performing the duties of the office and, in the absence or inability of the President to act, shall assume the duties of the President. The First Vice-President shall have the same privileges, powers, and authority as the President while serving in such capacity.
- C. Second Vice-President: The Second Vice-President shall assume the duties of the First Vice-President when absent.
- D. Secretary: The Secretary shall have custody of all papers, documents, and correspondence pertaining to the affairs of the Association; shall record and preserve the Minutes of all meetings; and shall keep an up-to-date record of all amendments to the By-Laws. The Secretary shall give proper and timely notice of Annual, Regular, and Special Meetings to all members. At the expiration of the term of office, the Secretary shall turn-over to his/her successor all money, books and other property belonging to the Association within ten (10) days.
- E. Treasurer: The Treasurer shall be custodian of all monies belonging to the Association and shall collect and keep an accurate record of dues, revenues, expenditures, and belongings of the Association. The Treasurer shall keep an accurate record of the membership of the Association.

The Association shall operate on a Fiscal Year that coincides with the Calendar Year. The Treasurer shall present to the Executive Board a proposed budget for each Fiscal Year prior to the start of the year. The proposed budget may be amended by the Board – but in all cases shall be approved for recommendation to the Association Membership – by a majority vote of Executive Board Members with voting privileges attending an Executive

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Board Meeting where business is being conducted as provided in Article VIII, Section 5. The Budget as recommended by the Executive Board may be amended by the Membership – but in all cases shall be approved – by a majority vote of members with voting privileges attending a meeting where business is being conducted as provided in Article VIII, Section 5. A listing of starting and ending account balances, revenues, expenditures, and the status of revenues and expenditures compared to the Fiscal Year Budget will be included in the Treasurer’s periodic reports.

At the expiration of ~~the term of office~~ his/her appointment, the Treasurer shall turn-over to his/her successor all money, books and other property belonging to the Association within ten (10) days.

~~E.F.~~ _____ The Treasurer shall mail a dues invoice to each Member prior to January 1st of each year. A second notice shall be sent to all unpaid Members by February 15th of that year.

Section 3.

Removal from office: Whenever any duly-elected officer of the Association fails to qualify, or after qualifying fails or neglects to perform his/her duties, the Executive Board shall declare the office vacant by three-fifths (3/5) vote of all members in occupied positions eligible to vote on the Executive Board, and, by majority vote of all members in occupied positions eligible to vote on the Executive Board, shall appoint an Active Member to such office ~~until the next Regular Meeting when at which meeting an election shall be held~~ to fill the unexpired balance of the term of office. ~~A 3/5th vote of all voting members of the Executive Board is needed to remove an elected officer from office.~~

ARTICLE VI
Standing Committees

Section 1.

An Auditing Committee shall ~~be appointed by the President to~~ audit the Treasurer’s financial records of the previous calendar year, such audit to be conducted within the first three months of each calendar year. Additionally, a mid-year audit may ~~also~~ be conducted under special circumstances as determined by the President or directed by a majority of the Executive Board’s members in occupied positions ~~voting members~~ with voting privileges. The Auditing Committee shall provide a report of its findings, and shall submit recommendations of a financial nature as may be necessary from time to time.

Section 2.

Sick and Welfare: ~~The Sick and Welfare Committee shall be appointed by the President, with the 2nd Vice President acting as chair of the committee.~~

- A. It shall be the duty and responsibility of this Committee to visit, ~~or~~ contact, or seek information regarding any sick or disabled member, to provide appropriate assistance or support, and to inform the membership of such member’s condition (as desired by the sick/disabled member) at the next Regular or Annual Meeting.
- B. It shall be the duty and responsibility of the Chair of the Sick and Welfare Committee to notify the Treasurer in case of the death of an Active or Honorary Retired Member in good standing. The Treasurer ~~shall~~ may then secure a memorial from the Association ~~to as be~~ determined by majority vote of all members in occupied positions on the Executive Board.

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- C. It shall be the duty and responsibility of the Chair of this Committee to notify the members immediately upon the death of a member.
- D. ~~Section 3.~~ Awarding of ~~Plaques~~/Gifts.
- 1) A ~~plaque or a \$100 gift card (retiree's choice)~~ free lifetime Honorary Retired Membership and certificate of appreciation for service shall be awarded ~~only~~ to retiring Active Members who are eligible for Honorary Retired Membership and to retiring Affiliate Members who serve on the Executive Board for at least five (5) years ~~and to outgoing Association Presidents upon completion of their terms of office.~~
 - Aa. An individual ~~would~~ is not ~~be~~ eligible to receive ~~a plaque/gift~~ such free membership and certificate if (s)he retires from one fire department/district and goes to another and remains (or is eligible to be) an aActive Member or Affiliate mMember of this Association. Such individual, if otherwise eligible, may be awarded the gift once (s)he fully retires from the fire service in Illinois.
 - Bb. An individual ~~would~~ is not ~~be~~ eligible to receive ~~a plaque/gift~~ such free membership and certificate if (s)he is no longer an ~~aActive mMember~~; but ~~remains on the same fire department/district~~ is eligible to become an Affiliate Member. If the individual met the qualifications to receive the gift while still an Active Member, then the gift may be awarded once (s)he fully retires from the fire service in Illinois.
 - 2) A plaque shall be awarded to each outgoing Association President upon completion of his/her term of office.

Section 3.

Other committees may be formed – either standing or ad-hoc –, by Presidential appointment with the advice and consent of the Executive Board, as provided in Article V, Section 2.A.

ARTICLE VII
Dues

Section 1.

The amount of the annual dues of this Association shall be ~~as determined~~ amended by the membership of this Association by majority vote of members with voting privileges that are attending at a meeting where business is being conducted as provided in Article VIII, Section 5.

Section 2.

All dues are payable to the Treasurer in accordance with the provisions of the By-Laws.

Section 3.

Any member who has failed to pay his/her annual dues thirty (30) days after the date of the second dues notice shall be deemed to be not in good standing, and shall be removed from the membership roll. In such instance, a vote for termination of membership pursuant to Article III, Section ~~6-7~~ is not required. Such individual shall be notified immediately of said action by the Treasurer. The Treasurer shall also notify the President and the Executive Board of such delinquency and action.

ARTICLE VIII
Meetings

Section 1.

Annual Meeting: The Annual Meeting shall be held on the first Thursday in the month of November. Election of officers shall take place at the Annual Meeting.

Section 2.

Regular Meetings: The Regular Meetings shall be monthly on the first Thursday of the month. A Regular Meeting may be cancelled by the President if there is insufficient business to warrant a meeting, for “summer break,” to encourage attendance at other events or meetings, or for other cause as determined by the President.

A. Order of Business: The following order of business shall be observed at Annual and Regular meetings:

1. Call to Order
2. Pledge of Allegiance and Prayer or Moment of Silence
3. Confirmation of a Quorum (Pursuant to Article VIII, Section 5, below)
4. Introduction of Guests
5. Secretary's Report
6. Treasurer's Report
7. Reading of Communications and Bills
8. Election of Officers (at Annual Meeting only)
9. Committee Reports
10. Unfinished Business
11. New Business
12. Good & Welfare of the Association
13. Adjournment

In the event of any controversy as to parliamentary procedure, Robert’s Rules of Order shall govern.

Section 3.

Special Meetings: The date and time of a Special Meeting shall be set by the President.

A. Order of Business: The following order of business shall be observed at Special Meetings:

1. Call to Order
2. Pledge of Allegiance and Prayer or Moment of Silence
3. Confirmation of a Quorum (Pursuant to Article VIII, Section 5, below)
4. Special Business
5. Other Business
6. Adjournment

Section 4.

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Executive Board Meetings: The dates, times, and locations of the Executive Board Meetings shall be determined by the President. The President shall create an agenda for each Board meeting, and shall distribute such agenda to the Executive Board.

Section 5.

Quorum: A Quorum is required to transact the business of this Association at all Annual, Regular, and Special Meetings. A Quorum consists of attendance at the meeting by 20 Active-Members of this Association eligible to vote with voting privileges as provided in these By-Laws, in attendance as well as one of the following: president, 1st vice president, or 2nd vice president (21 total required, including a president or vice president). A majority of occupied positions with voting privileges on the Executive Board is required to be in attendance to transact the business of the Executive Board at their meetings, including at least one of the following: president, 1st vice president or 2nd vice president.

Section 6.

Electronic Meetings: In certain situations, as determined necessary by the President, in-person meetings may be replaced by electronic meetings, provided, however, that the Association provides a method for members to participate and that the quorum requirements, as provided in Section 5, above, are maintained for those participating. The President may also allow remote electronic participation of members at in-person meetings, and those remote participants may be counted to satisfy quorum requirements. Remote participants in meetings pursuant to this section are considered "in attendance" in satisfaction of quorum requirements in Section 5.

Section 7.

Electronic Voting: If it is necessary to cancel an Annual Meeting or hold it electronically/on-line - or if there is no quorum present for an Annual Meeting - the President may provide for electronic/online (email or website) nominations for Association elected office, and may also provide for electronic/online elections.

ARTICLE IX
Amendments

The By-Laws may be amended or revised by the affirmative vote of two-thirds of the **Active** Members with voting privileges that are present at a meeting where business is being conducted as provided in Article VIII, Section 5, and wherein the amendment or revision in question is presented for adoption, provided:

- A. A copy of the proposed amendment(s) must be presented in writing at, or prior to, a Regular or Special Meeting and read to, or summarized for, the Members present at the Meeting. Any comments or suggestions from Members at the meeting or received prior to the meeting shall then be submitted to the By-Laws Committee for their review, opinion, and final draft preparation. The "Opinion" shall be rendered prior to the vote of adoption and in no way shall it preclude the vote.
- B. The Secretary shall assure that a copy of the final draft of the amendment(s) is to be posted on the website at least thirty (30) days prior to the final vote being taken for the adoption of said amendment(s). Floor amendments during the final vote, if approved by majority

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vote of those at the Meeting, will suspend the vote and cause the proposal to return to the Committee for preparation of another final draft to be approved at a subsequent Meeting after at least 30 days' posting.

PROPOSED AMENDMENTS