

The Monroe County Volunteer Firemen's Association, Inc.

CORPORATE BYLAWS

CREATED: APRIL 02, 2026

APPROVED BY BOARD OF DIRECTORS: APRIL 09TH, 2026

PRESENTED TO GENERAL MEMBERSHIP: APRIL 16TH, 2026 & JULY 15TH, 2026

ADOPTED: JULY 15TH, 2026

EFFECTIVE DATE: JULY 15TH, 2026

THE MONROE COUNTY VOLUNTEER FIREMEN'S ASSOCIATION

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1.0 PREAMBLE

- 1.1. Whereas in all well-regulated organizations, certain rules and laws are considered necessary for the maintenance of order and the transaction of business, therefore the Monroe County Volunteer Firemen's Association, Inc. has adopted the following Bylaws.

2.0 NAME

- 2.1. The name of this organization as set forth in the Certificate of Incorporation filed in the Office of the Secretary of State of the State of New York, at Albany, New York, filed on June 19, 1934 is the:

**Monroe County Volunteer Firemen's
Association, Incorporated**

- 2.2. As such time as is seen necessary by the executive board, additional certificates for doing business under an assumed name (commonly known as a "DBA") may be created and registered as may be deemed appropriate.
- 2.3. As of March 6, 2023 an assumed name (DBA) has been registered by this corporation, to be identified as the:

**Monroe County Volunteer Firefighter's
Association**

3.0 OBJECT

- 3.1. The object of the Monroe County Volunteer Firemen's Association is to serve, promote, advance, and represent the interests of all the volunteer fire, rescue and emergency services companies or departments, ladies auxiliaries and exempt fire service organizations in Monroe County and the individual members thereof and the communities they serve.
- 3.2. This Association shall not engage in any activities that are reserved for or involve the internal affairs of fire corporations, fire departments, volunteer fire companies, ladies auxiliaries and exempt organizations which are members of Monroe County Volunteer Firemen's Association.
- 3.2.1. The Association shall not partake in activities that are prohibited under New York State Not--for--Profit Corporation Law or the United States Internal Revenue Code of 1986.

4.0 MEMBERSHIP

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4.1. Active Members – Any person who is currently a member in good standing of any volunteer fire, rescue, and emergency services companies or departments, and or exempts organizations located wholly or partly within the County of Monroe, is entitled to be an active member of the Association.

4.1.1. Active members shall have voting privileges and shall be eligible to hold any offices within the Association.

4.2. Ladies Auxiliary Members – Any person who is currently a member in good standing of any ladies auxiliary located wholly or partly within the County of Monroe, is entitled to be a member of the Association.

4.2.1. Ladies Auxiliary members shall have voting privileges.

4.2.2. They shall be eligible to hold the offices of only a Director, the Secretary and the Treasurer within the Association.

4.3. Organization Membership – Organization memberships shall be limited to all volunteer fire companies, departments, and associations of exempt firefighters located wholly or partly within the County of Monroe.

4.3.1. Each organization may have up to two delegates and two alternates, who shall have voting privileges.

4.4. Honorary Membership – The membership of the Association, at any Membership meeting, may elect honorary members by a two thirds (2/3) vote of the members present.

4.4.1. Such members shall be exempt from the payment of annual dues and shall be entitled to all privileges as defined by the Board.

4.4.2. Honorary members may not vote or hold office.

4.5. Life Members – Life Members shall be limited to those who:

4.5.1. Served as the Association President.

4.5.2. Served the Association in an elected office for more than fifteen (15) years.

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4.5.3. Served the Association in the same capacity that distinguished themselves above a normal member, and with a two thirds (2/3) vote of the membership present.

4.5.4. Life Members shall have voting privileges and shall be eligible to hold any offices within the Association

4.6. Application for membership (both individual and organizational) shall be made in writing to the Membership Secretary upon a form approved by the Executive Board.

4.6.1. The applicant(s) must also agree to, in said application that, provided the applicant is accepted, the new member will abide by the Bylaws of this Association.

5.0 DUES AND FEES

5.1. The dues for each membership class shall be established annually by a resolution passed by a majority of votes of the members present at the Annual General Membership meeting of the Association.

6.0 MEETINGS

6.1. Regular Executive Board meetings will be held monthly on dates, times and places decided upon by the Executive Board at the Executive Board meeting in December for the following year.

6.1.1. Other special meetings of the Executive Board may be held at the call of the President or three (3) members of the Board of Directors.

6.1.2. The January meeting of the Executive Board will be the annual organizational meeting.

6.2. The general membership of the Association will meet at least three times per year.

6.2.1. The general membership meetings dates and locations and the Board of Directors meetings will be determined by the Board of Directors at the December Board of Directors Meeting, its organizational meeting

6.2.2. The October general membership meeting of the Association shall be designated as the annual business meeting, where members shall approve an

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annual budget, conduct an election of Association's Executive Board and transact any other business matters.

6.2.2.1. The annual business meeting shall be held on the last Thursday of October, at a location as set forth by the Board of Directors.

6.2.3. The Secretary will notify each member of the date and place of each regular meeting at least one month in advance of the meetings.

6.2.4. One or more members of the Executive Board, any committee thereof, or any other member, may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

6.2.4.1. Participation by such means shall constitute presence in person at a meeting.

7.0 OFFICERS – EXECUTIVE BOARD

7.1. The Executive Board shall consist of nine voting members:

7.1.1. The President,

7.1.2. 1st Vice President,

7.1.3. 2nd Vice President,

7.1.4. Five (5) Board of Directors, and the

7.1.5. Immediate Past President). ~~and two (2) non-voting members being the Secretary and the Treasurer. The Secretary and Treasurer shall be ex-officio members of the Executive Board and are not counted as part of the quorum for an Executive Board meeting.~~

7.2. The President shall serve as the Chairperson of the Executive Board.

7.3. The executive power and general management of the affairs of this Association shall be vested in the Executive Board.

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- 7.4. The Executive Board shall have control of the property of the Association and shall determine its policies with the advice of its various committees. It may authorize expenditures and shall follow all procedures of the established MCVFA Protocols and Procedures adopted by the Executive Board.
- 7.5. The Executive Board shall annually review and approve written procedures for the complete fiscal management of this Association.
- 7.6. The Executive Board shall be generally empowered to take all necessary and proper steps to carry out the purposes of this Association and to promote its best interest. The Executive Board shall serve without compensation.
- 7.7. The Executive Board shall have power by a majority vote, to call a special meeting of the Association and to examine books and papers of all officers and to suspend any officers after hearing, for malfeasance or the failure to perform the approved and documented duties and responsibilities of the officer to which they have been seated, as more fully elaborated in the documents listed in Article VI: Section 5. (Now § 7.1 & following §§)
- 7.8. The Executive Board may fill any vacancies of officers, directors, or appointed positions which occur between meetings of the Association.
- 7.9. During general membership meetings, any proposed expenditure exceeding five hundred dollars (\$500) that is introduced from the floor shall not receive final approval at such meeting. Instead, the proposed expenditure shall be referred to the Executive Board for consideration and ratification at its next regularly scheduled meeting.
- 7.10. Notwithstanding the foregoing, expenditures deemed necessary to address an emergency and ensure the continuity of operations may be approved immediately.
- 7.11. All dais officers (Presidents, Jr. Past President, Directors, Secretary and Treasurer and committee persons are duty bound to adhere to all duties and responsibilities contained within the following laws, administrative procedures and protocols:
- 7.11.1. All applicable federal, state and local laws, regulations and requirements,
 - 7.11.2. The *MCVFA Bylaws*,
 - 7.11.3. The *MCVFA Financial Operating Protocols*,
 - 7.11.4. The *MCVFA Procedures for Officers and Directors*,
 - 7.11.5. The *MCVFA Document Retention Protocol*,

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7.11.6. Any additional resolution(s) adopted by the MCVFA Executive Board not already covered in existing procedures and protocols.

7.11.7. The most recent edition of *Robert's Rules of Order, Newly Revised*.

8.0 OFFICERS – DIRECTORS

- 8.1. The Board of Directors shall consist of five (5) members.
- 8.2. At annual meetings of the Association, the Members shall, in alternate years, elect three (3) Directors or two (2) Directors, respectively, for terms of two (2) years each.
- 8.3. Each Director shall serve until the expiration of his or her term and thereafter until a successor is elected, or until the death, resignation, or removal of such Director.
- 8.4. At the Organizational Executive Board Meeting in January, the Board of Directors shall choose amongst themselves a succession order as to who would be act as Board Chairman in the event of the vacancy all of the Presidents.
- 8.5. If a Director is absent from three (3) consecutive meetings of the Board of Directors without a valid excuse, (i.e. illness of self or family, employment, emergency service, or military service voted on by the Executive Board), his or her term may be terminated by the Board and the vacancy thus created shall be filled as provided these By--Laws.

9.0 OFFICERS - DAIS OFFICERS

- 9.1. **President:** The President shall preside at all regular meetings of the Association and exercise general supervision over the interests and work of the organization.
 - 9.1.1. The President is authorized to sign legal documents and bank drafts for the Association.
- 9.2. **Vice Presidents:** The Vice Presidents shall perform all duties and exercise all rights of the President in his or her absence and perform duties as requested by the president
- 9.3. **Immediate Past President:** The Immediate Past--President shall serve as the chair of the Nominating Committee and will be responsible for the annual compilation of

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a slate of nominees to fill vacant positions for officers and directors of the Association.

- 9.3.1. In the event there is no current past president, the President may appoint a designee to assume the nominating chairperson role.

10.0 APPOINTED POSITIONS

- 10.1. **Sergeant at Arms** --- The Sergeant at Arms shall assist in maintaining order at all meetings and to execute whatever other duties that may be prescribed by the President.
- 10.2. **Chaplain** – The President may appoint more than one Chaplain to conduct special religious services and to furnish general spiritual guidance to the Association and its members. The chaplain is also responsible for coordinating funeral details with the family and handling sick and welfare tasks per the MCVFA Operating Protocols.
- 10.3. **3.Treasurer:** The Treasurer shall be responsible for overseeing the collection and accurate recording of membership dues, as well as all other disbursements, income, and investments of the Association, as approved by the Executive Board.
- 10.3.1. The Treasurer is authorized to deposit funds and issue checks on behalf of the Association through financial or investment institutions approved by the Executive Board.
- 10.3.2. The Treasurer shall be appointed annually by the Board of Directors at the December Board meeting.
- 10.3.3. The Treasurer shall be accountable to the Board of Directors and shall serve at the pleasure of the Board.
- 10.3.4. The Treasurer may be removed by the Board of Directors at any time, with or without cause.
- 10.3.5. In the performance of these duties, the Treasurer shall adhere to and comply with all policies and procedures set forth in the duly adopted bylaws, protocols, and policies of the Monroe County Volunteer Firemen's Association, as well as all applicable governmental laws and regulations, in accordance with Article VI, Section 5 of these bylaws. (Now § 7.1 and following §§)

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10.4. **Secretary:** The Secretary shall be responsible for maintaining a complete and accurate record of all proceedings of the Association and the Executive Board.

10.4.1. The Secretary shall receive and manage all communications pertaining to the Association and shall ensure that all Association members are properly notified of Annual, General Membership, and Executive Board meetings.

10.4.2. The Secretary shall be appointed annually by the Board of Directors at the December Board meeting. The Secretary shall be accountable to the Board of Directors and shall serve at the pleasure of the Board. The Secretary may be removed by the Board of Directors at any time, with or without cause.

10.4.3. In the performance of these duties, the Secretary shall adhere to and comply with all policies and procedures set forth in the duly adopted bylaws, protocols, and policies of the Monroe County Volunteer Firemen's Association, as well as all applicable governmental laws and regulations, in accordance with Article VI, Section 5 of these bylaws. (Now § 7.1 and following §§)

10.5. **Assistant Treasurer:** The assistant treasurer shall act as the back-up to the treasurer in the event of the absence of the treasurer.

10.5.1. The assistant treasurer shall be familiar with all job functions of the treasurer.

10.5.2. The assistant treasurer shall be Able to fill in for the treasurer, in the event that the treasurer is incapacitated, or in any manner, unable to fulfill his duties.

10.6. **Assistant Secretary:** The assistant secretary shall act as the back-up to the secretary in the event of the absence of the secretary.

10.6.1. The assistant secretary shall be familiar with all the job functions of the secretary.

10.6.2. The assistant secretary shall be able to fill in for the secretary, in the event that the secretary is incapacitated, or in any manner, unable to fulfill his duties.

11.0 ARTICLE VII -- ELECTIONS

11.1. Elections will be held at the October general membership meeting.

11.2. Nominations

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11.2.1. Nominations will come from a nominating committee, composed of the Immediate Past President, acting as chair, one Board of Director (who is not on the upcoming ballot), and one member of the Association who is not on the Executive Board.

11.2.1.1. Nominations will be presented to the body at the general membership meeting immediately preceding the annual election meeting.

11.2.1.2. Only members outlined in Article III, Sections 1, 2, 3 and 5 (Now § 4.1, 4.2 & 4.5) in good standing may be nominated for office. Article III Section 2 (now § 4.2) members may only run for open directors' positions or the seats of the secretary or the treasurer.

11.2.1.3. Members may not nominate from the floor at that election meeting, unless the position in question has no one running for the office after the nominations are closed.

11.2.2. If there is more than one candidate for a position, the office will be filled by written ballot.

11.2.3. The candidate receiving the simple majority of votes is elected.

11.2.4. No person shall hold two positions on the Board of Directors at the same time.

11.2.5. Directors are ineligible to hold the offices of secretary and or treasurer.

11.3. Election of Officers

11.3.1. The term of office for Officers, shall be for a period of one year, commencing at 12:01am on January 1st, following the annual election.

11.3.2. The Officers, other than the President, shall be able to succeed themselves for any number of terms.

11.3.2.1. The President may hold up to two (2) successive terms, but shall be ineligible for re-election until the lapse of one term following the end of the President's last term.

11.3.3. Vacancies of presidential offices caused by death, resignation, or termination, shall be filled by the Executive Board at its next regular meeting.

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11.3.3.1. In the event where there is a vacancy in all presidential offices, the Secretary shall have the authority to call a special meeting of the Board of Directors within five business days of the resignation(s), so that an appointment can be made.

11.3.3.2. The appointed president shall complete the unexpired term of the office.

11.3.3.3. Time served during the appointment shall not count towards the two (2) successive term limit.

11.3.3.4. In the event that the President does not serve a complete first term, he or she shall not be eligible to assume the role of Immediate Past President.

11.3.4. If a vacancy occurs in the office(s) due to death, resignation or termination of the Secretary or Treasurer, the Executive Board shall appoint a replacement and such replacement shall serve until the appointment of a replacement by the Executive Board.

11.4. Election of Directors

11.4.1. – The term of office for Directors shall be for a period of two (2) years, commencing at 12:01am on January 1st, following the annual election.

11.4.2. The Directors shall be able to succeed themselves for any number of terms.

11.4.3. Should a member of the Board be unable, or unwilling, to complete his or her term, the President shall nominate a candidate to complete that term.

11.4.3.1. The Executive Board shall vote upon the nomination(s).

12.0 ARTICLE VIII – VOTING

12.1. Voting Rights

12.1.1. Active, Organization Delegates and Life Members, in good standing, shall be entitled to one vote (either as a delegate or as an individual member).

12.1.2. Delegates may only represent one organization for voting purposes.

13.0 COMMITTEES

13.1. Committees of the Corporation

- 13.1.1. The President, with the approval of the Executive Board, can establish and appoint any committees or positions as necessary to discharge the business of the Association.
- 13.1.2. The President, upon consultation with the Executive Board, will appoint the chairperson of the committee.
- 13.1.3. The Executive Board reserves the right to dismiss any committee member, via majority vote, for conduct deemed detrimental to the committee, the Executive Board or the Association.

13.2. Standing Committees:

- 13.2.1. The Executive Board may establish, by resolution, standing committees (permanent, ongoing group) to handle recurring and long-term functions. Such committees shall be:
 - 13.2.1.1. Budget and Finance Committee
 - 13.2.1.2. Bylaws / Strategic Planning
 - 13.2.1.3. Investment Committee
 - 13.2.1.4. Membership Committee

13.3. Special Committees.

- 13.3.1. The Board of Directors may, by resolution, establish special committees, defined as temporary bodies formed to accomplish a specific, time-limited purpose.
- 13.3.2. Each such committee shall be composed of such persons and vested with such authority as set forth in the resolution creating it; provided, however, that no such committee shall be granted authority in excess of that conferred upon the Executive Committee pursuant to Section 1 of this Article.

14.0 QUORUMS:

- 14.1. At all General Membership Meetings of this Association, fifteen (15) Association Members shall constitute a quorum for the transaction of business.
- 14.2. All Executive Board meetings a quorum shall consist of a majority of the entire Executive Board (5).

15.0 CONFLICTS OF INTEREST:

- 15.1. Whenever a Director or officer has a financial or personal interest in any matter coming before the Executive Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.
- 15.2. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Executive Board members determine that it is in the best interest of the corporation to do so.
- 15.3. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

16.0 INDEMNIFICATION

- 16.1. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation.
- 16.2. Covered items shall include, but not be limited to expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service.
- 16.3. However, it is stipulated that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation.

16.3.1. Further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Executive Board who are not at that time parties to the proceeding.

17.0 DIVERSITY, EQUITY & INCLUSION:

17.1. Non-Discrimination Equal Opportunity:

17.1.1. The Association will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, citizenship status, sexual orientation, gender expression, disability, marital status, income, political affiliation, or any other legally protected class in its policies, recommendations, programs, or actions.

17.2. Equal Opportunity:

17.2.1. The Association will strive to be an equal opportunity provider and will adopt equal opportunity membership policies that comply with state and local requirements.

17.3. Diversity, Equity & Inclusion:

17.3.1. The Corporation will foster principles of diversity, equity, and inclusion in its mission-driven work. This includes fostering diversity, equity, and inclusion in the organization's policies and procedures; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

17.4. Interchangeability of Gender Terminology

17.4.1. In all sections, subsections, and other verbiage within this document, wherever a person, persons, officer, or any other individual is referred to by any personal pronoun, i.e.: “he”, “she”, “him”. “her”, or any similar terminology, whether or not so stated, the use of a pronoun which is generally identifiable as denoting one human sex, shall automatically, and without question, be construed to refer to persons of either of the two human sexes.

18.0 FISCAL OPERATING CYCLE

18.1. The fiscal year of the Monroe County Volunteer Firemen’s Association, Inc. shall commence on January 1 of each calendar year and terminate on December 31.

19.0 AMENDMENTS

- 19.1. These By-Laws may be amended by a two thirds (2/3) vote of the Association Members present at any general membership meeting, provided however, that the proposed amendment shall have been submitted in writing and read at the preceding general membership meeting.

20.0 PARLIAMENTARY STANDARD

- 20.1. The parliamentary standard for the Association will be the latest edition of "Robert's Rules of Order, Newly Revised."

21.0 DEFINITIONS:

21.1. Performance levels

- 21.1.1. **may**: Indicates flexibility of choice but with no implied preference.
- 21.1.2. **must**: Used to show a mandatory requirement which may not be testable and would have to be asserted.
- 21.1.3. **shall**: States an absolute mandatory requirement. Officers and members are positively required to implement all such mandatory requirements.
- 21.1.4. **should**: A word indicating flexibility of choice with a strongly preferred alternative. An equivalent to this phrase is the word "recommended".

21.2. Motion

- 21.2.1. A proposal made for a group, body, or assembly to consider, or discuss. A motion is the first step, and can be debated, amended, tabled, or withdrawn, prior to a vote.
- 21.2.2. Used to present, or propose, an action or idea to the body.
- 21.2.3. Only one motion may be made and exist on the floor at a time.

21.3. Resolution

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21.3.1. After a motion has been passed, or approved, by group, body, or assembly, it becomes a resolution.

Revision History

10/2015	(un#’d)	Major revision of prior version, prior revision history is unknown
10/25/23	(un#’d)	Updated – added ladies Auxiliary as new membership category
10/25/23	(un#’d)	Updated – added ladies auxiliary to election
10/25/23	(un#’d)	Revised – Changed quorum requirement for general meetings from 20 to 15 members
04/09/26	(04/26)	Revised – Numerous updates & changes; approved by BoD, to be sent to general membership
04/16/26	(04/26)	Revised – Numerous updates & changes; 1 st reading at general membership meeting
05/15/26		2 nd reading at a general membership meeting
05/15/26		Voted upon and passed by a majority of members in attendance.