



**PROFESSIONAL FIRE AND FRAUD INVESTIGATORS
ASSOCIATION
BYLAWS**

ARTICLE I
NAME AND OBJECTIVE

Section 1. Name - This organization is a general not-for-profit corporation organized and existing under the laws of the State of Missouri. The name of this corporation shall be the Professional Fire and Fraud Investigators Association. For purposes of these Bylaws and for the conduct of all other business, the corporation may be referred to as the Association.

Section 2. Objective - The objectives and purposes of the Association shall be:

- a. To unite for mutual benefits those public and private persons engaged in the control of arson and kindred crimes.
- b. To provide for exchange of technical information and developments.
- c. To encourage cooperation between public service agencies and associations to further fire prevention and the suppression of crime.
- d. To encourage high professional standards of conduct among arson investigators and to continually strive to eliminate all factors which interfere with administration of crime prevention.
- e. To foster greater professional competence in the investigative technique and recognition of the crime of arson.

ARTICLE II
MEMBERSHIP

Section 1. Active Membership - Any representative of government or of a government agency and any representative of a business or industrial concern who is actively engaged in some phase of the suppression of arson at the time he makes application shall be eligible for active membership upon application, provided such person possesses the other qualifications for membership in the discretion of the Membership Committee and provided such person is not less than twenty-one years of age at the time he makes application. All applicants for active or associate membership, if accepted, will be on a temporary status until the next meeting of the Board of Directors. During this temporary status period a person's membership may be revoked at the discretion of the Board. If the application is not rejected by the Board within the specified time limit, full membership is automatically granted.

Section 2. Associated Membership - Persons not qualified for active membership may become associate members, after determination of their qualifications by the Membership Committee. The Association may, by majority vote of active members present, exclude associate members from any particular business meeting.

Associate members shall have all the rights and privileges of an active member with the exception of voting and holding office.

Section 3. Honorary Life Membership - The Association may, by a majority vote of the members present at any annual meeting, confer honorary life membership upon any person qualified for membership who has rendered distinctive service to the Association or to its purposes. An honorary life member shall have all the rights and privileges of an active member without the payment of dues. Nominations for life membership shall be made to the Board at least sixty days prior to voting thereon. No more than two nominations for such membership may be approved in any one year.

Section 3. Friends of the Association - Upon application, a related business may be recognized as a Friend of the Association. This category is intended for related businesses and professional organizations. A minimum contribution of \$250 annually is required for this category of membership. All funds derived through this category will be used to defray seminar expenses. Proper recognition will be afforded all members in this group.

Section 4. Sustaining members - Upon application, a related business may be recognized as a Sustaining Member of the Association. This category is intended for related businesses and professional organizations. A minimum contribution of \$750 is required for this category of membership. All funds derived through this category will be used to defray seminar expenses. Proper recognition will be afforded all members in this group.

Section 6. Personal Qualifications - Prior to voting, upon each application, the Membership Committee shall give due consideration to the following, among other qualifications it deems applicable, to wit: (1) the personal character and reputation of the applicant; (2) the nature, character and reputation of the applicant's business; (3) the character and reputation of the applicant's employer and associates; and (4) the general nature, character and reputation of the principal business of the applicant's employer and associates. No person shall be eligible for any class of membership if he has been a member, or is presently a member, or becomes a member of a subversive organization or of any organization whose objectives and operations are inconsistent with the purposes of the Association.

Section 7. Election - Applications for membership shall be made to the Chairman of the Membership Committee upon the recommendation of some member of the Association, and admission shall be by vote of such committee as provided in Section 1 of this article.

Section 8. Termination - Membership in the Association shall (1) terminate by voluntary withdrawal; (2) be terminated by the Secretary when, after notice, such member is in arrears in the payment of dues or any other obligation to the Association; or (3) be terminated by the consent of a majority vote of the Board of Directors, if the applicant is still within the aforementioned temporary status period.

Section 9. Elimination - The Board may censure any member or may terminate the membership of any member in the event (1) such member falsified this application or made any misrepresentation therein; (2) such member has conducted himself in such a manner as is prejudicial to the good name or best interests of the Association; (3) such member has exhibited traits of character or conduct inconsistent with the qualifications for membership in the Association; or (4) for good cause as submitted in writing by any member of the Association. In cases subject to this section, the Board shall provide such member with a hearing, due notice, and an opportunity to be heard. A majority of the Board present in a duly constituted meeting shall be sufficient to cause censure or termination of membership for any reason specified in this section.

Section 10. Appeal - The member terminated shall have the right of appeal the Board of Directors' decision for consideration by the entire membership present at the next meeting of the general membership. This appeal shall be submitted in writing at least thirty (30) days following removal to the secretary.

Section 11. Reinstatement - Any former member may be reinstated in the Association at the discretion of and by the consent of the majority of the Board, however, that if such a former member shall have been in arrears in the payment of dues or other financial obligation to the Association at the time of his separation, he shall be required to pay all such arrears as a condition to his reinstatement, unless the Board, by the majority vote and for good cause, shall waive the payment thereof.

ARTICLE III

ELECTION, VOTING, TERMS AND OFFICES

Section 1. Eligibility for office - Active members of the Association shall be eligible to hold office. All officers may succeed themselves if reelected at the end of each two-year term.

(Amended 10/14/96)

Section 2. Officers - The officers of the Association shall be President, Vice-President, Secretary and Treasurer.

Section 3. Board of Directors - The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, seven other members of the Association duly elected, the immediate Past President, a representative of the Missouri Advisory Committee on Arson Prevention, if an active member, and the duly appointed Missouri State Fire Marshal, if an active member.

(Amended 10/20/1986)

(Amended 09/17/2007)

Section 4. Terms of Office -

- a. Each duly elected officer shall serve a term of two years.

- b. The elected members of the Board of Directors shall serve on a staggered basis so that at least two Board members will be elected each year to serve a three-year term.
- c. The immediate Past President and the State Fire Marshal, if he is an active member of the Association, are not elected and shall serve until such time as their tenure in such position has ended.

Section 5. Election - The officers and Board of Directors shall be elected at the annual meeting. The President and Secretary shall be elected in even numbered years and the Vice President and Treasurer shall be elected in odd numbered years. Board members shall be elected at the end of their stated term. Election shall be by ballot and a plurality of votes cast shall elect. Each elective officer shall take office immediately upon his/her election and shall serve such term as designated in these Bylaws and until his/her successor is duly elected and qualified. For the purpose of this amendment, the current elected officers in office at the time of adoption shall be retained in office until such time as the year of election occurs.

(Amended 09/18/2000)

Section 6. Voting - On all matters presented to the general membership, all active members shall have one vote. A simple majority of those active members present shall decide any issue presented for vote at the meeting.

Section 7. The President, subject to the approval of the Board of Directors, shall appoint such standing or special committees or subcommittees as may be required by these Bylaws or as he may deem necessary.

Section 8. Standing Committees -

- a. Nominating Committee - The President shall appoint a Chairman and two members to serve as the Nominating Committee no less than 90 days prior to the annual meeting and this committee shall submit to the membership at the annual meeting a list of nominees to fill the expiring terms of officers or members of the Board of Directors, or to fill the vacancy created by the resignation or removal of any such officer. At the time of election, the floor shall be open for the purpose of additional nominations.
- b. Regional Training Committee - The President shall appoint a Chairman and as many members as he may deem necessary to serve as the Regional Training Committee to carry out the Association objectives as set forth in Article I, Section 2 of these Bylaws.
- c. Legislative Committee - The President shall appoint a Chairman and as many members as he deems necessary to serve on the Legislative Committee to carry out the Association objectives as set forth in Article I, Section 2 of these Bylaws.
- d. Membership Committee - The President shall appoint a Chairman and as many members as he deems necessary to serve on the Membership Committee to obtain the objectives as set forth in Article I, Section 2 of these Bylaws.

- e. Audit Committee - The President shall appoint the Vice-President and two members to serve on the Audit Committee which make an audit of the accounts of the Treasurer at each annual meeting and shall verify all assets and liabilities of the Association. The Treasurer shall not be a member of this committee.

- f. Missouri Advisory Committee on Arson Prevention - This committee shall elect its own Chairman and Officers, who must be active members of the Association and shall establish and be controlled by its own set of Bylaws which shall not at any time be inconsistent with the Bylaws of the Association. The provision of subparagraph g. hereof shall not be applicable to the Missouri Advisory Committee on Arson Prevention.
(Amended 10/20/1986)

- g. Chairmen and members of all committees shall serve at the pleasure of the President. Their appointments shall terminate upon expiration of the term of the appointing President.
(Amended 10/20/1986)

ARTICLE IV
GOVERNMENT

Section 1. The government of the Association shall be vested in the Board of directors.

Section 2. The Board of Directors shall have supervision and control of the affairs of the Association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively prosecute its objectives, and shall have discretion in the disbursement of Association funds.

Section 3. Every member of the Board of Directors, with the exception of the President, as specified in Article III, Section 3, will have one vote in any decision brought before the Board for a decision. The President will vote in the event of tie to cast the deciding vote.

(Amended 10/20/1986)

Section 4. The President shall act as Chairman of the Board of Directors and shall preside over all meetings of the Board.

Section 5. Meetings - Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon the call of the President at such times and places as he may designate, and shall be called to meet upon demand of a majority of the membership of the Association. Notice of all meetings of the Board of Directors shall be sent to each member of the Board of Directors at least fourteen (14) days in advance of such meeting. The annual meeting of the membership shall be held at a time and place designated by the President.

Section 6. Quorum - A majority of the Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present.

Section 7. Official Order of Business -

1. Call of meeting to order,
2. Reading and approval of minutes of previous meeting,
3. Financial report,
4. Report of officers,
5. Reports of Committees - (a) Standing, (b) Special,
6. Unfinished business,
7. New business,
8. Election of Officers (Annual Meeting),
9. Adjournment.

Section 8. Absences and Vacancies - Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the President or Secretary, state the reason for his absence. If a Board member is absent from two (2) consecutive Board meetings for reasons the Board has declared to be insufficient, his resignation may be deemed to have been tendered and accepted. Any vacancies that may occur on the Board by reason of death, resignation, or otherwise, may be filled by the President with the approval of the remaining members of the Board until the next annual meeting. In the event of a vacancy in the office of President, Vice-President, Secretary or Treasurer between the annual meetings, the vacancy or vacancies shall be filled by the Board of Directors, and the newly appointed officer or officers shall hold office only until the next annual meeting. An officer elected to fill such vacancy shall serve until the expiration of the term of the vacated office.

Section 9. President - The President shall be the chief executive officer of the Association and shall preside at meetings of the Association and the Board of directors. He shall also, at the annual meeting and at such other times he shall deem proper, communicate matters to the membership or to the Board of Directors, as may in his opinion tend to promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessary incident to the office of President or as may be prescribed by the Board of Directors.

Section 10. Vice-President - In the absence of the President, the Vice-President shall be the chief executive officer, and shall act as such. The Vice-President shall be Chairman of the Audit Committee.

Section 11. Secretary - The Secretary shall keep the records and minutes of the Association and shall maintain the roll of members, the constitution and all other documents of value. He shall receive and acknowledge all communications of the Association addressed to him or that may be submitted to him and perform such duties as assigned by the President.

Section 12. Treasurer - The Treasurer shall be custodian and sole depositor of the funds of the Association, shall disburse such funds by check as authorized by the Board of Directors for purposes which promote the welfare and objectives of this organization. He shall render a complete summary of all income, disbursements and balances whenever requested by the Board of Directors and to members at each regular meeting. A written copy of this report shall be made available to any member upon request.

ARTICLE V
FINANCE

Section 1. Dues - All new applicants for membership received with dues attached, after February 1 of each calendar year, shall be carried forward for the balance of that membership year and carried through the next membership year without further payment of dues. This shall apply only to new applicants and not to renewals.
(Amended 09/30/1988)

- a. The amount of annual dues shall be established by a vote of the General membership at the annual conference and shall take effect at the next regular membership date.
- b. Should the active member desire to pay for a multiple annual membership, the amount shall be the sum of a two (2) year membership less ten percent (10%). For a three (3) year membership, the amount shall be the sum of a three year membership less 20 percent (20%). No membership shall be approved for more than three years.
- c. These discounts or multiple year dues shall apply to Friends of the Association and Sustaining members as described in Article II. Membership. Sections 3 and 4.

(Amended 09/30/2002)

Section 2. Audit - The Audit Committee shall make an audit of the accounts of the Treasurer at each meeting and shall verify all assets and liabilities of the Association.

Section 3. Gifts or Grants - All gifts or grants to the Association may be accepted by the Board of Directors. The Secretary shall make proper acknowledgment of all such gifts or grants accepted.

ARTICLE VI
AMENDMENTS

Section 1. These Bylaws may be amended, repealed or altered in whole or in part, by two-thirds vote of attending and voting members at any regular or special meeting of the Association, provided that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member at least thirty (30) days prior to the date of the meeting, and such member be notified of the place, date, and time such vote is to be taken.

ARTICLE VII
EFFECTIVE DATE

Section 1. These Bylaws and any amendment, repeal, or alteration hereof, shall become effective upon approval as provided herein. The President and Secretary shall certify in writing such approval immediately.

CERTIFICATION

We certify that the foregoing Bylaws were approved by the members of this Association on the 20th day of October, 1986.

Philip J. Hahn
President

William F. Zieres
Secretary

We certify that the foregoing Bylaws were approved by the members of this Association on the 9th day of September, 1988.

Philip J. Hahn
President

William F. Zieres
Secretary

We certify that the foregoing Bylaws were approved by the members of this Association on the 18th day of September, 2000.

Russell Mason
President

J. Bruce Vanderhoof
Secretary

We certify that the foregoing Bylaws were approved by the members of this Association on the 30th day of September, 2002.

Russell Mason
President

J. Bruce Vanderhoof
Secretary

We certify that the foregoing Bylaws were approved by the members of this Association on the 17th day of September, 2007.

Russell Mason
President

J. Bruce Vanderhoof
Secretary