

**ARTICLES OF INCORPORATION
OF THE
TENNESSEE FIREMEN'S ASSOCIATION**

ARTICLE I - NAME

SECTION 1. This organization shall be known as the Tennessee Firemen's Association incorporated in the State of Tennessee.

ARTICLE II - PURPOSE

SECTION 1. The purpose of this Association shall be to create, maintain and perpetuate a fraternal spirit among its members; to assemble in convention and there devise ways and means of improving the fire service by appropriate discussion, lectures, debates and mutual exchange of ideas; to devise ways and means of securing efficient cooperation with the various state departments such as the Insurance Department and Fire Marshall's offices; to suggest helpful legislation; to do all things possible to educate its membership and improve the service they are called upon to render; and to enhance the value and dignity of their profession, and for educational purposes.

ARTICLE III - MEMBERSHIP

SECTION 1. The membership of this association shall consist of Active, Associate and Honorary members.

SECTION 2. Active Members: All members of regularly organized municipal or utility district fire departments, paid, part paid, or volunteer, shall be eligible to Active Membership in this Association upon the payment of annual dues fixed by the constitution. They shall have the right to attend the Conference, to take part in the discussion of and participate in all deliberations of said Association and shall be entitled to vote on all matters coming before said Association in convention assembled. Active members of the Association upon retirement because of age or disability only will remain Active Members of the Association as long as they remain in good standing with the Association.

SECTION 3. Associate Members: All private fire departments, fire prevention and

protection associations, State Fire Marshall's Department, Fire Insurance companies operating in Tennessee, persons engaged in the manufacture or sale of apparatus, appliances or devices for fire prevention, fire protection or fire fighting, and other kindred organizations, shall be eligible to Associate membership in this association upon payment of the annual dues fixed by the constitution and upon presentation of certificates showing their dues have been paid shall be entitled to admission to the annual Conferences but shall not be permitted to participate in the deliberations of the convention, except by permission of the chairman, and shall have no vote.

SECTION 4. Honorary Members: Persons having rendered this association or the purposes thereof some meritorious service and all city officials may, by a majority vote of the delegates present, be enrolled as honorary members for the current year. Honorary members shall have the right to attend and address the convention and otherwise participate in its deliberations but shall have no vote nor be required to pay dues.

ARTICLE IV - OFFICERS

SECTION 1. The officers of the Association shall consist of the President, Executive Vice President, Second Vice President, Third Vice President and immediate Past President.

SECTION 2. All officers of the Association, except the immediate Past President, shall be elected from the active membership of the Association by secret ballot of the active members present on the last day of each annual Conference. A majority of the votes cast by the active members present shall constitute an election.

SECTION 3. The Executive Secretary shall be appointed by a majority of the Executive Board, at the Executive Board meeting at the close of each annual convention or in the event of death, removal, or resignation of the incumbent Executive Secretary at any regular or specially called meeting. The Executive Secretary so appointed shall, except in the event of death, removal, or resignation, hold office until the next annual meeting of the Executive Board, or until their successor is duly appointed and qualified.

SECTION 4. The Executive Secretary may, with the consent of the Executive Board, employ such persons as may be necessary in the operation of their office.

SECTION 5. The Chaplain shall be appointed by the Board of Directors of the Tennessee Firemen's Association at the close of the Business Meeting of each annual conference for the ensuing year. In the event of death, removal, or resignation of the

incumbent Chaplain, the President will appoint someone to fill the vacancy for the ensuing year. For Chaplain should be a member of The Tennessee Federation of Fire Chaplains.

The Chaplain upon the direction of the Board of Directors will use every effort to keep in constant communication with the President of the Association in providing comfort and assistance to the affiliated membership in time of special needs.

The Chaplain will be responsible for conducting a memorial service for all deceased fire personnel and LODD in the State of Tennessee from the previous calendar year. The Memorial Service is to be held during each Annual Conference working with the President on the agenda for the Memorial. The Chaplain will be compensated for any out of pocket expenses incurred in the fulfillment of the position of Chaplain with the approval of the President.

ARTICLE V - EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of the President, Executive Vice President, Second Vice President, Third Vice President and immediate Past President.

ARTICLE VI - DUTIES OF OFFICERS

SECTION 1. Duties of President: The President shall be the Chief Executive Officer of the Association. He shall preside at all meetings of the Association and Executive Board and shall discharge all duties usually pertaining to such office. He shall be ex-officio Chairman of all committees. He shall appoint all committees, subject to the approval of the Executive Board. He shall before each Conference, appoint a Sergeant-at-Arms from among the members of the Fire Department in which city the Conference will convene. The President shall at all times be subject to the dictation of the Executive Board and shall carry into effect as far as possible, the policies, rules and regulations as formulated by the Executive Board insofar as the same do not conflict with the Constitution and Bylaws of the Association.

SECTION 2. Duties of Vice President: The Vice President shall in his order perform all the duties of the President in this Association.

SECTION 3. Duties of Executive Secretary: The Executive Secretary shall keep a correct record of the proceedings of the Conferences of the Association and of the meetings of the Executive Board; conduct the correspondence of his office; prepare all letters, documents, records, accounts, etc. in such manner as the Executive Board may direct; collect and receive all monies due the

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Association and receipt therefore, disbursing the same only upon warrant signed by the President and countersigned by the Executive Secretary.

The Executive Secretary shall keep in constant communication with affiliated members, notifying each member of their financial standing with the Association.

The Executive Secretary shall use every effort to interest fire departments not affiliated with the Association and endeavor to secure their membership.

The Executive Secretary shall make a semi-annual report of his receipts and disbursements to the Executive Board and a complete Annual Report to the Conference. At the expiration of his term of office he shall immediately deliver to the Executive Board all monies, securities, books, papers, documents and all other effects of his office or under his control. The Executive Secretary shall at all times be subject to the directions of the Executive Board.

The Executive Secretary shall select and purchase suitable badges for officers, delegates and members attending each Conference.

The Executive Secretary shall procure and file with the President of the Association a good and sufficient surety bond in such sum as the Executive Board may designate, conditional that they will faithfully account for and pay all monies by him received as such officer, unless such monies are lost through failure of the bank in which same are deposited. In the event said monies of the Association are invested in any bonds or other securities at the direction of the Executive Board, said Secretary shall not be liable for default in the payment of the same by the payees of same. The amount of said bond may be increased at any time by the Executive Board, should occasion warrant. The cost of said bond shall be defrayed from the funds of the Association. The Secretary shall at the close of each Conference send to the widows of each deceased member a certificate of condolence and said certificate shall contain a listing of deceased members name, place and date of Conference Memorial Service.

SECTION 4. Duties of Sergeant-at-Arms: The Sergeant-at-Arms shall at all times assist the President or presiding officer of the Conference in maintaining proper decorum in said Conference, admit to said Conference only such persons as are entitled to admittance and do all things usually pertaining to such office.

ARTICLE VII - DUTIES OF EXECUTIVE BOARD

SECTION 1. The Executive Board shall exercise general supervision over the affairs of the Association in the interim between Conferences and shall be the supreme and final authority on all matters pertaining to the interests of the Association in such interim, reporting their actions to the next Conference. The Executive Board shall immediately after the close of each annual Conference convene in

the same city where said Conference was held for the purpose of disposing of such business as may have referred to it by the Conference. Other meetings of the Executive Board may be called by the President and upon request of a majority of said Board the President shall call a meeting of the Board at such place as the President may designate. The Board shall have the power to try any officer of the Association for usurpation of authority, neglect of duty, in competency or misfeasance, and after a fair and impartial hearing may suspend such officer if the facts so warrant. No such officer shall be tried, however, until written charges have been submitted to the Board and a correct copy thereof transmitted to the officer so charged, by registered mail. Charges may be preferred by any member of the Board or by any member affiliated with the Association with the endorsement of at least two other affiliated members of the Association. In the event charges are preferred by one member of the Board against another member of the Board, the member so charging and the member charged shall be ineligible to sit on said Board during the trial. In the event of conviction, the accused shall have the right of appeal to the next annual Conference. If the accused shall be convicted by the Executive Board, they shall immediately stand suspended from their office, and the Executive Board shall immediately take charge of all books, papers, monies, documents and other properties to their office. The Executive Board shall make a full and detailed report to each annual Conference of all matters coming before them for consideration during their term of office. A majority of such Board shall constitute a quorum. Said Board shall convene annually, previous to the annual Conference, and audit the books of the Executive Secretary, approve the reports of the officers and render a report of the financial condition of the Association and attend to such matters as may be necessary for the Conference. The Executive Board shall have the power to cite any member of this Association to appear before said Board to show cause why they should not be expelled whenever complaint shall have been made to the Board that said member has been guilty of conduct unbecoming a gentleman and detrimental to the reputation of the Association. If said member be found guilty, they shall stand expelled from said Association for a period of two years or until they shall have been restored to membership by the action of the Association. From expulsion by said Board the member may appeal to the Association at the next annual Conference.

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ARTICLE VIII - COMMITTEES AND THEIR DUTIES

SECTION 1. The Standing Committees of this Association shall be Executive, Legislative and Membership and such other committees as may be found necessary.

SECTION 2. It shall be the duty of the Executive Committee to make a list of the topics for discussion at the annual Conference. Said committee shall transmit such list to the Executive Secretary thirty days prior to the next annual Conference and said committees shall assign such topics to competent persons for discussions on the floor of the Conference.

SECTION 3. The Membership Committee shall constantly seek prospective members and send their applications and dues to the Executive Secretary.

SECTION 4. The Legislative Committee shall draft bills for the enactment of legislation as the Association may designate, see that such legislation is intelligently presented to the members of the State Legislature and to have same introduced and endeavor to have same passed and enacted into law.

SECTION 5. Standing and other required committees shall be appointed by the President subject to the approval of the Executive Board.

ARTICLE IX - MEMBERSHIP DUES

SECTION 1. Dues for active members will be \$10.00 yearly.

SECTION 2. All dues shall be transmitted to the Executive Secretary at least thirty days prior to the first day of September annually. Failure to pay dues as required herein shall automatically work as a forfeit of membership in the Association.

SECTION 3. The Association may provide a \$500.00 death benefit on all participation members. The dues for this benefit is \$15.00 per year. New members over 45 years of age are not eligible for death benefits. Dues for new members 45 years of age is \$5.00.

SECTION 4. VOID

SECTION 5. VOID

SECTION 6. Any person not desiring to participate in the death benefit program but eligible for membership in the Association may become an active or associate member by paying annual dues of \$5.00 and signing a waiver of death benefits.

SECTION 7. Fire Department Membership dues are set at \$100.00

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ARTICLE X - CONFERENCE

SECTION 1. Selection for the place of the annual Conference shall be by ballot as provided for in Section 2 of Article IV or may be, by a majority vote of the delegates present, left to the Executive Board.

SECTION 2. Any city asking for the Conference shall have adequate hotel and/or motel accommodations, shall furnish free of charge a suitable place for holding Conference, with stage, committee rooms, and necessary equipment therefore; shall furnish free of charge a suitable place for holding the Memorial Services, and all floral decorations, speakers and music therefore.

ARTICLE XI - SALARIES, COMPENSATION AND EXPENSES

SECTION 1. All employees, including Executive Secretary, shall receive a salary in such amount as may be fixed by the Executive Board. The Executive Board shall provide the Executive Secretary with sufficient funds for necessary expenses to their office, including necessary travel expenses.

SECTION 2. The Legislative Committee shall each receive necessary expenses while in actual attendance at any session of the Legislature in the interest of the Association.

SECTION 3. The Executive Board shall receive necessary expenses in attending meetings of said Board and while in attendance at the annual Conference.

ARTICLE XII - AMENDMENT TO CONSTITUTION

SECTION 1. Proposed amendments to this Constitution shall be submitted to the Executive Board not less than sixty days prior to the annual Conference. The Executive Board shall thereupon cause the Executive Secretary to transmit a copy of said proposed amendment to each member of the Association. At the next annual Conference said proposed amendment may be called to vote and if two-thirds of the members present and voting shall vote for the adoption of the amendment it shall be declared adopted and become a part of this constitution.

ARTICLE XIII - LEGISLATURE PROPOSALS

SECTION 1. All resolutions which propose new statute laws or amendments to existing laws and require legislative action shall be submitted to the Executive Board not less than 60 days prior to the annual Conference. The Executive Board shall thereupon cause the Executive Secretary to transmit a copy of said proposals to each affiliated member of the Association. At the next annual Conference said proposals may be called to vote and if 51 percent (51%) of the members present and voting shall vote for the adoption of the proposals, they shall be declared adopted and transmitted to the Legislative Committee for the purpose of submitting them to the next session of the Tennessee State Legislature.

ARTICLE IX – DISSOLUTION OF ASSOCIATION

SECTION 1. Upon the dissolution of the Tennessee Firemen’s Association, all monies and assets at the time of said dissolution shall be given to the Tennessee Fire Service and Codes Enhancement Academy to be used for the continuing education of emergency workers in the State of Tennessee.

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BYLAWS

Adopted July 8, 1968

ARTICLE I - ORDER OF BUSINESS

SECTION 1. The following shall be the regular order of business at annual Conferences of the Association:

- 1. Address of Welcome**
- 2. Response to Address of Welcome**
- 3. Report of the Executive Secretary**
- 4. Report of Executive Board**
- 5. Unfinished Business**

6. Selection of Place for Next Conference
7. New Business
8. Election of Officers
9. Appointment of Standing Committees
10. Adjournment

The foregoing order of business shall not interfere with such addresses as may have been arranged for said Conference.

ARTICLE II - RULES OR ORDER

SECTION 1. Robert=s Rules of Order shall be the authority on all parliamentary questions.

SECTION 2. No member shall speak more than twice on any question before the Conference except by vote of the Conference. This shall not apply to members of committees.

SECTION 3. No resolution shall be presented to said Conference after the second day thereof without consent of said Conference.

SECTION 4. It shall require two members to demand a division of the house and five delegates to demand a roll call.

ARTICLE III - AMENDMENTS

The BYLAWS may be amended at any time by a majority vote of said Association in Conference assembled.

9 AMENDMENTS

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| No. 1 | Membership Dues and Life Insurance, Effective September 1, 1977 |
| No. 2 | Membership Dues and Death Benefits, Effective September 1, 1979 |
| No. 3 | Membership Dues Effective September 1, 1985 |
| No. 4 | Death Benefits cease to be offered to membership Effective Sept. 1996 * |
| No. 5 | Fire Department Dues as Members set at \$100.00 Effective Sept. 1997 |
| No. 6 | Add Chaplain as Officer – Section 5 of Article IV Officers Effective Sept 2001 |

No. 7 Separate Executive Secretary position to two (2) positions; Secretary and Treasurer. May 2016

AMENDMENT NO. 1: Article 9 – Membership Dues and Death Benefits

Section 1. All active and associate members under the age of 65 shall pay annual dues as determined by a two-thirds vote of the membership in a stated annual convention assembled.

Section 2. All dues shall be transmitted to the Exec. Secretary at least thirty days prior to the first day of September annually. Failure to pay dues as requested herein shall automatically work as a forfeit of membership in the Association.

Section 3. The Association shall carry at least \$500.00 of life insurance on the insured members under 65 years of age.

Section 4. All active members in good standing as of the first day of September 1977, that are 65 years of age or older shall be covered by a \$500.00 life insurance policy by the Association and shall pay the same dues as an active member under the age of 65.

Section 5. When an active member reaches the age of 65 after the first day of September 1977, their insurance shall be terminated and their annual dues shall be \$5.00.

Section 6. Any person not desiring life insurance but eligible for membership in this Association may become an active or associate member by paying annual dues of \$5.00 and signing a waiver of insurance.

AMENDMENT NO. 2: Article 9 – Membership Dues and Death Benefits

Section 1. All active and associate members shall pay dues as determined by a two-thirds vote of the membership in stated annual convention assembled.

Section 2. All dues shall be transmitted to the Exec. Secretary at least thirty days prior to the first day of September annually. Failure to pay dues as requested herein shall automatically work as a forfeit of membership in the Association.

Section 3. The Association may provide a \$500.00 death benefit on all participation members. The dues for this benefit is \$15.00 per year. New members over 45

years of age are not eligible for death benefits. Dues for new members 45 years of age is \$5.00.

Section 4. VOID

Section 5. VOID

Section 6. Any person not desiring to participate in the death benefit program but eligible for membership in the Association may become an active or associate member by paying annual dues of \$5.00 and signing a waiver of death benefits.

NOTE June 2016 by Berenda Vance on Death Benefits

At one time TFA had regular death policies with an insurance company. However, the expense had gotten so high the premiums was not covering the cost of the policy. Apparently, but not positive, the policy was much more than what it is currently (\$500). The Annual Membership at the convention elected to self-insure an amount of \$500.00 as a death policy for those who already had the insurance and the death benefits were offered no longer to members at that time in 1996. There are a number of members with the death benefit.

AMENDMENT NO. 3: Article 9 – Membership Dues and Death Benefits

Section 1. Dues for active members will be \$10.00 yearly.

AMENDMENT NO. 6: Article IV – Section 5. Officers

The Chaplain shall be appointed by the Board of Directors of the Tennessee Firemen’s Association at the close of the Business Meeting of each annual conference for the ensuing year. In the event of death, removal, or resignation of the incumbent Chaplain, the President will appoint someone to fill the vacancy for the ensuing year. For Chaplain should be a member of The Tennessee Federation of Fire Chaplains.

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The Chaplain will be responsible for conducting a memorial service for all deceased fire personnel and LODD in the State of Tennessee from the previous calendar year. The Memorial Service is to be held during each Annual Conference working with the President on the agenda for the Memorial. The Chaplain will be compensated for any out of pocket expenses incurred in the fulfillment of the position of Chaplain with the approval of the President.

AMENDMENT NO. 7: Article IV – Section 3 and 4 Officers

The position of Executive Secretary will be split creating two positons: Secretary and Treasurer dividing the duties of the Executive Secretary.