



**PROFESSIONAL FIRE AND FRAUD INVESTIGATORS
ASSOCIATION
BYLAWS**

SEPTEMBER 24, 2022

DRAFT

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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 the 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 fire and arson investigators and to continually strive to eliminate all factors which interfere with the administration of crime prevention.
- E. To foster greater professional competence in investigative techniques and recognition of the crime of arson.

ARTICLE II. GOVERNMENT.

Section 1. Vesting of Government.

The government of the Association shall be vested in the Board of Directors, hereinafter referred to as the Board.

Section 2. Supervision and Control.

The Board 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. Voting.

Each member of the Board, with the exception of the President, shall have one vote in any decision brought before the Board for a decision. The President shall vote in the event of a tie to cast the deciding vote.

Section 4. Chairperson.

The President shall act as Chairperson of the Board and Chief Executive Officer of the Association and shall preside over all meetings of the Board and meetings of the General Membership.

Section 5. Meetings.

Except that the Board shall have a regular meeting at the time and place of the General Membership Meeting, the Board shall meet upon the call of the President at such times and places as designated and shall be called to meet upon demand of a majority of the membership of the Association. Notice of all meetings shall be sent to each member of the Board at least fourteen (14) days in advance of such meeting. The General Membership Meeting shall be held annually at a time and place designated by the President.

Section 6. Quorum.

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

1. Any results of a quorum meeting shall be approved by the quorum and shall be presented to the Board at the next occurring meeting of the Board for approval and/or further dissemination as required by these bylaws or requested by the Board.

Section 7. Official Order of Business.

- A. Call to order
- B. Roll call of the Board
- C. Approval of the agenda
- B. Approval of the minutes of the previous meeting
- C. Financial report
- D. Reports of Officers
- E. Reports of Committees - Standing, Special
- F. Unfinished business
- G. Election of Officers and Directors (General Membership Meeting)
- H. New business
- I. Adjournment

Section 8. Absences and Vacancies.

A. Any member of the Board unable to attend a meeting shall notify the President or Secretary stating the reason for the absence at least forty-eight (48) hours prior to the scheduled meeting. If a Board member is absent from two (2) consecutive Board meetings for reasons the Board deems insufficient, resignation may be deemed tendered and accepted.

1. In the event of an absence of an Officer or Director at any called meeting of the Board, the absent Officer or Director shall submit any report to be made in writing to an Officer of the Association for delivery at the meeting.

B. 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 General Membership Meeting. At the discretion of the President, the vacant position may be left open until the next General Membership Meeting.

1. In the event of a vacancy in the office of President, Vice-President, Secretary, or Treasurer between General Membership Meetings, the vacancy or vacancies shall be filled by a vote of the remaining Board, and the newly appointed Officer or Officers shall hold office only until the next General Membership Meeting. An Officer elected to fill such vacancy shall serve until the next General Membership Meeting.

C. A vacancy created by the election of a Director to an Officer position shall be filled by a special election at the General Membership Meeting to the remaining unexpired term created by the vacancy.

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. The President shall also, at the annual meeting and at such other times deemed necessary, communicate matters to the membership or to the Board, as may promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessary or incidental to the office of President or as may be prescribed by the Board.

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. The Secretary shall receive and acknowledge all communications addressed to the Association, submitted to the Association, and

perform such duties as assigned by the President. The Secretary shall be the holder of, and contact person for, any insurance policy carried by the Association covering the membership.

Section 12. Treasurer.

The Treasurer shall be the custodian and sole depositor of the funds of the Association and shall disburse such funds by check or electronic payment as authorized by the Board for purposes that promote the welfare and objectives of this organization. The Treasurer may select one or more individuals, if active members of the Association, to serve as additional signatories on all Association accounts and records should the Treasurer become incapacitated or otherwise unable to perform the assignments herein established. The Treasurer shall render a complete summary of all income, disbursements, and balances whenever requested by the Board at each called meeting and to members at the General Membership Meeting. A written copy of this report shall be made available to any member upon request.

ARTICLE III. MEMBERSHIP.

Section 1. Application for Membership.

Applications for membership shall be made to the Membership Committee upon the recommendation of an active member of the Association, and admission shall be by vote of **the said** committee as provided in this article.

Section 2. Active Membership

A. Any representative of government or of a government agency, any representative of a business or industrial concern who is actively engaged in some phase of the investigation of the origin and causation of fire and the suppression of arson at the time application is made, shall be eligible for Active membership upon application, provided such person possesses the qualifications for membership at the discretion of the Membership Committee and provided such person is not less than twenty-one years of age at the time of application. All applicants for Active or Associate membership, if accepted, will be on a temporary status until the next meeting of the Board. During this temporary status period, 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.

B. Active and Life members of the Association shall be covered by an Accidental Death and Dismemberment insurance policy maintained by the Association. Coverage shall be dictated by the terms of the policy. Coverage shall begin on the date of Active membership and continue through the date of withdrawal or termination of membership from the Association.

1. Coverage shall include the first year of unrenewed membership. If Active membership renewal is not made at the second year renewal, policy coverage shall be discontinued. Coverage shall reinstate when Active membership is reinstated.

2. Any claims under the conditions of the insurance policy shall be made to any member of the Board and as soon as possible, forwarded to the Secretary. Claims shall be initiated when received. All information available relating to the claim shall be provided for the initiation of the claim.

Section 3. Associate Membership.

Persons not qualified for Active membership may become Associate members, after determination of their qualifications by the Membership Committee. The Association may, by a 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 4. Life Membership.

The Association may, by a majority vote of the members present at any annual meeting, confer Life membership upon **any Active member** who has rendered distinctive service to the Association or to its purposes. A Life member shall have all 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 (60) days prior to voting thereon. No more than two (2) nominations for such Life membership may be approved in any one year.

Section 5. 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 training seminar-related expenses. Proper recognition will be afforded to all members of this membership group.

Section 6. 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 shall be used to defray training seminar-related expenses. Proper recognition shall be afforded to all members of this membership group.

Section 7. 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 the applicant has been a member, 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 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 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) the conduct of the member is in such a manner as is prejudicial to the good name or best interests of the Association; (3) the 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 to appeal the decision of the Board for consideration by the entire membership present at the next General Membership Meeting. 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, if such former member shall have been in arrears in the payment of dues or other financial obligation to the Association at the time of separation, the former member shall be required to pay all such arrears as a condition of reinstatement, unless the Board, by the majority vote and for good cause, shall waive the payment thereof.

ARTICLE IV. ELECTIONS, VOTING, TERMS, AND OFFICES.

Section 1. Eligibility for Office.

Active members of the Association in good standing shall be eligible to hold office. Candidates for the office of President and Vice President shall have served on the Board for a minimum of one three-year term.

Section 2. Officers.

The officers of the Association shall be President, Vice President, Secretary, and Treasurer.

Section 3. Board of Directors.

A. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, seven (7) Active members of the Association duly elected, the Immediate Past President, if an Active member, the duly appointed Missouri State Fire Marshal, if an Active member, and the chairperson of the MACAP committee, if an Active member.

Section 4. Terms of Office.

A. Each duly elected Officer shall serve a term of two years.

B. The duly elected Directors shall serve on a staggered basis so that at least two Directors shall be elected each year to serve a three-year term.

C. The Immediate Past President and the Missouri State Fire Marshal, if each is an Active member of the Association, are not elected and shall serve until such time as their tenure in such position has ended.

D. If, at any time, the General Membership Meeting cannot be held due to mandates of federal, state, or local agencies, the terms of office of the Officers and Directors shall be extended until the next General Membership Meeting.

Section 5. Elections.

A. The Officers and Directors shall be elected at the General Membership Meeting, except as stated in Article IV. Section 4. Terms of Office. Elections shall be by ballot and a plurality of votes cast shall elect. Each elected Officer and Director shall take office immediately upon being elected and shall serve such terms as designated in these bylaws and until a successor is duly elected and qualified.

1. The President and Secretary shall be elected in the same staggering year and the Vice President and Treasurer shall be elected in the same staggering year. The staggered years shall be established so that the election of all Officers is not at the same General Membership Meeting.

2. Directors shall be elected at the end of their stated term.

Section 6. Voting.

A. On all matters presented to the General Membership, each Active member in attendance shall have one vote. A simple majority of those Active members present shall decide any issue presented for a vote.

B. On all matters presented at a meeting of the Board, each member in attendance shall have one vote. A simple majority of those members present shall decide any issue presented for a vote. Active members of the Association attending may be heard on all business matters but shall not have a vote in the matter being decided.

C. The Board, at any meeting, shall determine if any matter should be presented to the General Membership, and shall not place into effect any matter that is to go before the General Membership.

Section 7. Appointment to Committees.

A. The President, subject to the approval of the Board, shall appoint such standing or special committees or subcommittees as may be required by these bylaws or as may be **deemed** necessary. Each committee or special committee shall include at least one member of the Board.

B. Each committee may establish rules and procedures as necessary to complete the objectives of the committee as specified in these bylaws.

Section 8. Standing Committees.

A. Nominating Committee.

The President shall appoint a Chairperson and at least two members to serve as the Nominating Committee not less than **ninety (90)** days prior to the General Membership Meeting. This committee shall submit to the membership at the General Membership Meeting a list of nominees to fill the expiring terms of Officers **and** Directors or to fill any vacancy created by the resignation or removal of any such Officer or Director. At the time of the election, the floor shall be **opened** for the purpose of additional nominations **from the attending membership**. Nominations from the floor **shall** be made and seconded by **an** Active member to be accepted into nomination.

B. Training Committee.

The President shall appoint a Chairperson and as many members as may be necessary to serve as the Training Committee to carry out the Association objectives as set forth in Article I, Section 2.

1. **The committee shall present a report of training seminars, sessions, and courses presented by the Association and its affiliated agencies.**

C. Legislative Committee.

The President shall appoint a Chairperson and as many members as **deemed** necessary to serve on the Legislative Committee to carry out the Association objectives as set forth in Article I, Section 2.

1. **The committee shall present a report of legislative matters affecting the objectives of the Association and its membership.**

D. Membership Committee.

The President shall appoint a Chairperson and as many members as **deemed** necessary to serve on the Membership Committee to obtain the objectives as set forth in Article I, Section 2. **The Membership Committee shall consist of, but not be limited to, the Secretary and the Treasurer of the Association.**

1. **The committee shall present a report of membership numbers and status, and any other matters affecting the objectives of the Association and its membership.**

E. Audit Committee.

The President shall appoint the Vice President and two **Active** members of the Association to serve on the Audit Committee **to** perform an audit of the accounts of the Treasurer at each General Membership Meeting and shall verify all assets and liabilities of the Association. The Treasurer shall not be a voting member of this committee but shall attend any meeting of the committee.

1. **The committee shall present a report of findings on the financial status of the Association, and any other matters affecting the objectives of the Association.**

F. Missouri Advisory Committee on Arson Prevention.

1. Administration of the Missouri Advisory Committee on Arson Prevention (MACAP) shall be through the Board of Directors of the Association.

2. All financial records and accounts of MACAP shall be maintained by the Treasurer and separate from those of the Association.

3. All nominations for a reward shall be submitted to the Office of the State Fire Marshal, to any Officer of the Association, or to the committee by a recognized agency or an Active member of the Association.

- a. A recognized agency shall include, but not be limited to:
- 1) Law enforcement agency – local, county, state, or federal
 - 2) Registered fire department or fire protection district
 - 3) Prosecuting Attorney's Office
 - 4) Insurance Company

4. Issuance of rewards shall be approved after consideration by a committee approved by the Board. This committee shall consider the acceptance of the award nomination and the amount of the reward to be presented.

5. The anonymity of any reward recipient shall be maintained in all public records if so requested.

6. The committee may establish criteria for issuance and the amount of the reward.

G. Bylaws Committee.

The President shall appoint a Chairperson and as many members **deemed** necessary to serve on the Bylaws Committee to regularly review the bylaws of the Association; to recommend additions, corrections, or deletions to the bylaws; to evaluate and prepare for review **all** additions, corrections or deletions to the bylaws presented to the committee by an Officer, Director, or member of the Association.

1. Proposed amendments of the bylaws shall be reviewed and discussed by the Committee and a draft proposal presented to the Board for review and approval for presentation to the general membership.

2. The committee shall present a report of bylaws matters affecting the objectives of the Association and its membership.

H. Awards Committee.

The President shall appoint a Chairperson and as many members as **deemed** necessary to serve on the Awards Committee to review all award nominations as described in Article VI, Section 1 of these bylaws.

1. The committee shall present a report of nominations received for awards presented by the Association.

I. Harry Hansen Award Committee.

Past recipients of the Harry Hansen Award shall comprise the committee and shall review the nominations for the award. The committee shall receive and review nominations and determine the presentation of the award.

1. If there are no surviving recipients of this award, the President shall appoint a chairperson with the approval of the Board.

2. If there are no surviving recipients of the Harry Hansen Award, the approval of the award **shall** receive unanimous approval **by** the Board.

5. The committee **shall** establish criteria for the presentation of the award.

J. Conference Committee.

The President shall appoint a Chairperson and as many members as deemed necessary to serve on the Conference Committee to plan, facilitate, coordinate, and present an annual Training Symposium/Conference/General Membership Meeting.

1. The committee shall report on locations, dates, program schedules, and presenter information for the approval of the Board.
2. When Board approved agreements are reached with facilities and presenters, the agreements shall be presented to the President for signature.

K. Special Committee(s).

1. The President may request and appoint special committees deemed necessary to assist with meeting the objectives of the Association. The terms of these committee(s) shall be at the discretion of the President.
2. All special committee(s) shall include at least one member of the Board of Directors. Committee members shall be Active members of the Association.
3. The chairperson of any special committee shall report to the Board of Directors at any called meeting, at the request of the President, and at the General Membership Meeting.

L. Committee Chairs and Members.

Chairpersons 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.

ARTICLE V. FINANCE.

Section 1. Dues.

- A. All new applications for membership received with dues attached, after February 1st 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 membership renewals.
- B. The amount of annual dues shall be established by a vote of the Active member attendees of the General Membership Meeting and shall take effect at the next regular membership renewal date.
- C. Should an Active member desire to pay for multiple annual renewal years, the amount shall be the sum of two (2) year annual membership renewals less ten percent (10%). For a three (3) year membership, the amount shall be the sum of three (3) year annual membership renewals less twenty percent (20%). No membership renewal shall be approved for more than three years.
- D. These discounts or multiple-year dues shall apply to Friends of the Association and Sustaining members as described in Article III. Membership.

Section 2. Audit.

The Audit Committee shall perform an audit of the accounts of the Treasurer and shall verify all assets and liabilities of the Association and present their findings at the General Membership Meeting.

Section 3. Gifts or Grants.

All gifts or grants to the Association may be accepted by the Board. The Secretary shall make proper acknowledgment of all such gifts or grants accepted.

ARTICLE VI. AWARDS.

Section 1. Awards.

Awards presented by the Association shall be the Harry Hansen Award, The Honorable E. Mitchell Hough Prosecutor of the Year Award, and the Investigator of the Year Award. The President of the Association may make any President's Award as is deserved.

Section 2. Harry Hansen Award.

The Harry Hansen Award recognizes individuals who have contributed to the Association and the field of fire investigation above and beyond the call of duty.

- A. Nominations for the Harry Hansen Award shall be received from Active members of the Association.
- B. Nominated persons for the Harry Hansen Award must be Active members of the Association.
- C. Nominations received for the Harry Hansen Award shall be reviewed by a committee approved by past recipients of the Award.
- D. Recipients of the Harry Hansen Award shall be granted Life Membership as described in Article III.

Section 3. The Honorable E. Mitchell Hough Prosecutor of the Year Award.

The Honorable E. Mitchell Hough Prosecutor of the Year Award recognizes a Prosecuting Attorney within the jurisdiction of an Active member of the Association who has shown initiative in the prosecution of the crime of arson and related crimes and assisted the investigator with the investigation process of these crimes.

- A. Nominations received for The Honorable E. Mitchell Hough Prosecutor of the Year award shall be reviewed for approval or denial by the Board.

Section 4. Investigator of the Year Award.

The Investigator of the Year Award recognizes a fire investigator that has shown outstanding achievement through the use of professional expertise in the criminal or civil fields of fire investigation or an investigator that has solved a high-profile case or has set case law.

- A. Nominations received for the Investigator of the Year award shall be reviewed for approval or denial by the Board.
- B. The nominee must be an Active member of the Association.

Section 5. Award Presentation.

All awards of the Association shall be presented when nominations are received and approved through the reviewing process. All awards ~~to be presented~~ shall be presented at the General Membership Meeting.

- A. If the recipient is unable to attend the General Meeting, the President shall provide a member or members of the Board to present the award to the recipient at a scheduled time and place.
- B. The recipient of the award shall be recognized by name and activities performed to receive the award at the General Membership Meeting.

ARTICLE VII. AMENDMENTS.

Section 1. Amendments to the Bylaws.

These bylaws may be amended, repealed, or altered in whole or in part, by a two-thirds vote of attending and voting members at any regular or special General Membership Meeting, provided that notice of any amendment proposed for consideration shall be e-mailed to the last recorded electronic address of each member and the total proposed amendment is posted on the web site of the Association at least thirty (30) days prior to the date of the meeting, and such member is notified of the place, date, and time such vote is to be taken.

ARTICLE VIII. EFFECTIVE DATE.

Section 1. Effective Date of Bylaws and Amendments.

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.

ARTICLE IX. 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

We certify that the foregoing bylaws were approved by the members of this Association on the 16th day of October 2012.

Russell Mason
President

J. Bruce Vanderhoof
Secretary

We certify that the foregoing bylaws were approved by the members of this Association on the 15th day of September 2015.

Rob Wylie
President

J. Bruce Vanderhoof
Secretary

We certify that the foregoing bylaws were approved by the members of this Association on the 1st day of October 2019.

Kevin Dunkin
President

J. Bruce Vanderhoof
Secretary

We, the undersigned, certify that the foregoing bylaws were approved by the members of this Association on the 24th day of September 2022.

Daniel Bruno
President

J. Bruce Vanderhoof
Secretary