

**BYLAWS  
OF  
THE NATIONAL WILDFIRE SUPPRESSION ASSOCIATION, INC.**

ARTICLE I

**NAME**

The name of the corporation is **The National Wildfire Suppression Association, Inc.**, a Nevada non-profit corporation, registered as a foreign corporation in the State of Oregon, herein referred to NWSA.

ARTICLE II OBJECTIVES

The objectives of the NWSA are to:

1. Support and assist its members in order that they may operate successfully in their contracting specialty.
2. Create public awareness of the professional fire and emergency services industries and their vital link to governmental agencies.
3. Work toward solutions to common problems within the industry.
4. Share technology.
5. Raise the standards and practices of the industry by requiring members to comply with government standards.
6. Generate business opportunities.
7. Honor federal and state procurement and dispatch procedures.
8. To work cooperatively for the good of the large group.

ARTICLE III

**MEMBERS**

**SECTION 1. Membership.** There is one (1) class of Voting Membership and three (3) classes of non-voting members in the NWSA. The Voting Membership are Voting Members who are either instructors who choose to vote or contract companies. The six (6) classes of non-voting members are Single resource members, Individual Memberships, corporate sponsor members, associate members, educational partners and free 1 year trial membership.

**1.1 Voting Members.** Voting Members have the right to vote on the election of directors, the membership dues for the association, the election of officers, and on any amendments to the

Articles of Incorporation or the Bylaws of the NWSA, but not on the other financial or program affairs of the corporation.

**1.2 National Voting Members.** National Voting Members are instructors and/or companies (Contractors), who are actively involved in wildfire support and suppression activities. All members that have more than one (1) employee are considered voting members. Each National Voting Member has one (1) vote. National Voting Members are required to pay the annual dues set by resolution of the corporation's Board of Directors. National Voting Members are required to sign and adhere to the NWSA's Code of Ethics Agreement. Dues are nonrefundable in the event of termination of membership.

### **1.3 Non-Voting Members.**

**1.3.1 Single Resource Membership** -Single Resource members are members that hold a contract/agreement for a single resources (i.e. dozer) with no employees. This members does not have voting power.

**1.3.2 Corporate Sponsor.** Corporate sponsors are vendors that wish to become nonvoting members supporting NWSA. They receive a copy of the newsletter, a copy of the membership listing, a link to the NWSA website, and discounted fees for the vendor show as determined by the Board of Directors.

**1.3.3 NWSA Chapters.** NWSA Chapters currently in existence as of February 20, 2007, are grandfathered in; however, new chapters would be required to submit application and organizational plans for approval by NWSA and its Board of Directors. NWSA Chapters are to follow the Bylaws of NWSA. There are no mandatory dues for the Chapters; however, if a Chapter decides to fund a project they may assess their membership to cover the costs of that project. Each Chapter will have a separate bank account to hold and disperse funds. Chapter members must have paid the NWSA dues set by resolution of the corporation's Board of Directors. They must also have resources that service that region. However, in order for there to be a Chapter in the region, there must be at least five (5) Voting Members or they may fold into the closest Chapter to their area.

**1.3.4 Associate Members.** Associate members are working associations with a minimum of ten (10) member companies, who are in Emergency Services and have its own Bylaws. All associate members must apply to the NWSA for membership. Each Associate Organization may have an advisory board seat, but no votes.

**1.3.5 Educational Partners.** Educational partners are educational facilities that hold a regional Memorandum of Understanding (MOU) to provide NWCG training for wildland fire suppression courses. Each Educational Partner may participate in the instructors training sessions by they have no vote.

**1.3.6 Free Trial Members.** This membership category is for those companies that have never been a member of NWSA, and wish to try a free calendar year membership. This membership type does not have voting rights or access to member discounts.

## **SECTION 2.**

**2.1** Applicants for voting membership and single membership are required to pay the appropriate annual dues and must fill out and sign an NWSA Code of Ethics Agreement before membership will be granted.

**2.2** NWSA Chapters must receive recognition from the NSWA Board of Directors. They must hold two (2) meetings per year and provide meeting minutes to the National office. They must copy the National Board with any correspondence that is using the NWSA name for approval prior to using the document. No legal action of any kind will be taken by any Chapter of NWSA without express approval from the NWSA Board. They must also provide National with a list of steering committees and its members. They must conduct business in a manner that is beneficial for the NWSA.

**2.3** Applicants for Corporate Sponsor of NWSA are only required to pay the annual dues and complete the NWSA membership application.

**2.4** Applicants for Associate Member must be approved by the NWSA Board of Directors for membership. Associate Members must pay the appropriate annual fees, and the relationship can be terminated by either party given thirty (30) days' written notice has been provided.

**2.5** Applicants for Educational Partnership must complete the applications, pay the appropriate annual fees and sign a memorandum of understanding with NWSA, which can be terminated by either party within thirty (30) days' prior written notice.

## **SECTION 3.**

**3.1** At all regular and special meetings of the members, each voting member/company shall have one vote. Voting credentials must be in writing and approved by the secretary, president and one other board member.

**3.2** At all regular and special meetings of the members, only voting members shall vote on the business of the meeting.

**3.3** A quorum of the voting members is required for the transaction of any business and it shall consist of a majority of the voting members being present or otherwise lawfully participating in an annual or special meeting of the members.

**3.4** The NWSA will accept a proxy vote providing such proxy vote meets the criteria set forth in these Bylaws. Members shall be mailed a form for proxy elections prior to each meeting. Forms for proxy vote the members indicating which officer they choose to proxy vote in their behalf shall fill out election. Their chosen officer prior to any election must receive proxies in order to be valid.

## **SECTION 4. Transfer of Membership**

4.1 Membership in the NWSA is neither transferable nor assignable.

### **ARTICLE IV**

#### **MEETING OF MEMBERS**

##### **SECTION 1. Annual Meeting**

1.1 An annual meeting of the members of NWSA shall be held each year upon the call of the Board of Directors. At least one (1) meeting per year shall be held in the State of Nevada in order to maintain non-profit corporate status.

##### **SECTION 2. Special Meeting**

2.1 Unless otherwise required by law or under these Bylaws, the president may call special meetings of the members or fifty (50%) of the members of the Board of Directors on seven (7) days' notice. The notice of such meeting shall state the purpose of the meeting.

##### **SECTION 3. Emergency Meetings**

3.1 An emergency meeting may be called by the president if conditions warrant. Notice will be sent out via email and/or telephone at least one (1) day prior to emergency meeting. A proxy form will also be sent out so that in the event someone is unable to attend they may designate another board member as their proxy for such emergency meetings.

##### **SECTION 4. Notice of Meetings**

4.1 Each member entitled to vote shall be notified in writing, by first class mail or by email, of all membership meetings of the NWSA, said notice to be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day and hour of the meeting and in the case of a special meeting, shall state the purpose or purposes for which the meeting is called. If mailed, the notice of a meeting shall be deemed to have been delivered when deposited in the United States mail addressed to the member at the address appearing on the records of the corporation, with postage thereon prepaid.

##### **SECTION 5. Procedure**

5.1 All regular and special meetings of the NWSA shall be conducted in accordance with Robert's Rules of Order.

## ARTICLE V

### **BOARD OF DIRECTORS**

#### **SECTION 1. Powers**

**1.1** The Board of Directors shall have full authority to manage and supervise the usual and ordinary business affairs of NWSA control and manage the property of the NWSA. It shall have control of all expenditures and contracts. The Board shall elect annually the following positions: President, Vice-President, and Secretary/Treasurer. The board shall be empowered to employ such administrative, executive, and other staff or employees as from time to time may be deemed necessary.

#### **SECTION 2. Composition**

**2.1** The Board of Directors shall consist of five (5) members elected by the NWSA membership, six (6) shall serve two (2) year terms on odd years, five (5) shall serve two (2) year terms on even years. In addition, each recognized chapter shall elect a board member to the National board. No more than one (1) representative of a Member company may serve on the Board of Directors at any given time. Any outgoing president shall serve on the board for a period of one (1) year. Only a company owner with a vested interest in the company may be nominated and elected to the Board of Directors.

#### **SECTION 3. Terms of Office**

**3.1** The board positions elected by the Chapters shall have their terms decided by the Chapters. The positions elected by the general membership shall be six (6) positions with odd numbered years, and five (5) positions with even numbered years. In order to provide continuity to the Board of Directors, elections are held every year to fill the positions up for vote elected by the general membership, the offices becoming vacant on the following schedule:

**3.1.1** Six (6) Director Positions come vacant in odd numbered years.

**3.1.2** Five (5) Director Positions come vacant in even numbered years.

#### **SECTION 4. Election**

**4.1** The Members at large of the Association shall elect Board of Directors. Each Member must be in good standing to cast a ballot and each nominee for the Board of Directors must also be a member in good standing. Members who have been convicted of a felony are ineligible to serve on the Board of Directors or to serve as an Association Officer. All vacancies on the Board of

Directors created by the ineligibility of the elected member shall be filled as according to Article V, Section 5.

### **SECTION 5. Vacancies**

**5.1** Any vacancy occurring in the Board of Directors elected by the general membership shall be filled by the Board of Directors using a list of eligible members from the Association. Any vacancy occurring in the other positions elected by the chapters shall be filled by a vote of the chapter members. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor.

### **SECTION 6. Removal of Directors**

**6.1** Any of the Directors may be removed for cause by a majority vote of the Board of Directors entitled to vote at any regular or special meeting of the members. Sufficient cause for removal shall be conviction of a felony, violation of these bylaws or any rule, regulation or practice duly adopted by the NWSA, or any conduct injurious or prejudicial to the interests of the NWSA.

### **SECTION 7. Meetings**

**7.1** The majority of the Board of Directors shall hold the meetings of the Board of Directors of NWSA without notice other than as required by these Bylaws, or as agreed upon by the Board of Directors. The Board of Directors may assign regular or special duties at said meetings throughout their terms of office.

### **SECTION 8. Special Meetings**

**8.1** Special Meetings of the Board of Directors may be called by or at the request of the President or fifty percent (50%) of the members of the officers of the Board. The person or persons authorized to call special meeting of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called.

### **SECTION 9. Notices**

**9.1** Unless otherwise required by law or under these Bylaws, notice of any meeting of the Board of Directors shall be given at least ten (10) days prior thereto, by written, electronic or telephonic notice to each Director at the address or phone number shown for each Director on the records of the NWSA. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage thereon prepaid. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice whether before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, the meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these Bylaws.

## **SECTION 10. Quorum**

**10.1** At all meetings of the Board of Directors, a majority of the total number of Directors shall constitute a quorum for the transaction of business, if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

## **SECTION 11. Manner of Acting**

**11.1** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless statute, the Certificate of Incorporation, or these Bylaws require the act of a greater number.

## **ARTICLE VII**

### **GENERAL PROVISIONS**

#### **SECTION 1. Fiscal Year**

**1.1** The fiscal year of the corporation shall be January 1 to December 31. **SECTION 2.**

#### **Seal**

**2.1** The corporate seal of the NWSA shall be required by law or custom.

#### **SECTION 3. Waiver of Notice**

**3.1** Whenever any notice is required to be given under law, the Certificate of Incorporation or the Bylaws of the NWSA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **SECTION 4. Dues, Fees and Assessments**

**4.1** Annual dues for the members of the NWSA shall be as determined by the membership.

**4.2** All Members, newly joining or current will have a membership date of January 2<sup>nd</sup> of each year.

**4.3** Members whose dues have not been received by the Secretary/Treasurer no later than January 2<sup>nd</sup> will be considered delinquent and inactive.

**4.4** Board of Directors, upon concurrence of two-thirds (2/3) of the qualified members of the NWSA, shall have the power of assessment in the event of a financial emergency only upon authorization by a majority vote of the Board of Directors.

## **SECTION 5. Amendments**

**5.1** These Bylaws may be amended at any meeting of the members by a majority vote of the members present and entitled to vote at the meeting, provided that notice of the proposed change or changes be given in writing to all members of the NWSA at least thirty (30) days and not more than sixty (60) days before the day of the meeting. Notice may be given as provided under Article IV, Section 4, of these Bylaws.

## **SECTION 6. Unauthorized Use of Name**

**6.1** No member of the NWSA shall use the name of NWSA for any purpose other than in the conduct of business of the NWSA as provided by its Bylaws. No individual group, organizations, or corporations shall be set up in connection with NWSA activity or effort except that form of organization which must have approval of the Board of Directors of the NWSA.

## **ARTICLE VIII**

### **OFFICERS**

#### **SECTION 1. Enumeration**

**1.1** The elected officers of the NWSA shall be a President, Vice-President, and Secretary/Treasurer.

**1.2** The President and Vice-President shall be a member of the Board elected pursuant to Article V, Section 4, and shall hold office until his or her successors shall have been duly elected and qualified, or until his or her earlier resignation or removal, pursuant to Article VIII, Section 5.

**1.3** The Secretary/Treasurer shall be elected by the Board of Directors at the scheduled Board of Directors meeting pursuant to Article V, Section 7.

**1.4** In addition to the elected officers, the Board of Directors may appoint such other officers as it may deem appropriate, pursuant to Article V, Section 1.

**1.5** Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to and shall perform the duties prescribed from time to time by the Board of Directors, and by duties outlined in Article V, Section 1.

**1.6** The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate one or more committees. Any committee, which is empowered and authorized to act on behalf of the Board of Directors, shall consist of one (1) or more Directors and such other persons as the Board of Directors shall appoint. Any committee which is empowered to report to and recommend action to the Board of Directors may consist of any person or persons, as the Board shall appoint.

**1.7** The Board of Directors and Officers shall abide by all procedures as indicated in the bylaws.



## **SECTION 2. President**

**2.1** The President shall be the chair of and preside at all meetings of the NWSA. The president shall see that the Certificate of Incorporation, the Bylaws, and the policies of the Association are accomplished. The President shall appoint the committees as outlined in Article VII, Section 1.6, herein, and such other committees as the President may consider necessary for the proper conduct of affairs of the NWSA. All appointments will be subject to the approval of a majority of the Board of Directors.

## **SECTION 3. Vice-President**

**3.1** The Vice-President shall assist the President in the discharge of his or her duties, and preside at official meetings in the absence of the president.

## **SECTION 4. Secretary/Treasurer**

**4.1** The Secretary/Treasurer shall keep and preserve a record of the proceedings of Directors, annual and any special meetings, disseminate notices and information to the members, and perform other duties as may be assigned throughout the year. The Secretary/Treasurer shall arrange for the collecting of all dues, fees, assessments, and other debts owed to NWSA; see that all receipts are properly described, categorized, and properly deposited in a Director-approved depository; see that all approved disbursements are made: make financial reports available to all the Directors as requested and make an annual report to the members; surrender all books and records to the designated CPA in a timely manner once each year, and perform other duties as may be assigned throughout the year. The Sec/Treasurer will have authority to authorize expenditures up to \$5000.00 at his discretion for day to day operations.

**4.2** Operations Committee: This committee shall consist of all elected officers of the national board. They shall be charged with running day to day operations and will convene the full board on issues that are appropriate.

## **SECTION 5. Removal**

**5.1** Any of the officers may be removed for cause by a majority vote of the Board of Directors. Sufficient cause shall be a violation of these Bylaws, and NWSA signed agreement, or any rule, regulation, or practice duly adopted by the NWSA, or any other conduct injurious or prejudicial to the interest of the NWSA. If the President, Vice-President, or Secretary/Treasurer is removed, such removal from office does not serve to remove either from the Board of Directors. Any vacancy as a result of removal shall be filled pursuant to Article VIII, Section 6. **SECTION 6. Vacancy**

**6.1** Vacancies which may occur will be filled as follows:

**6.1.1** The office of President will immediately be filled by the succession of the Vice-President who will retain his or her full term as President also.

**6.1.2** The office of Vice-President will be immediately filled by the current Directors from among the members of the Board of Directors.

**6.1.3** The office of Secretary/Treasurer will immediately be filled by the current Directors from among the members of the Board of Directors