

January 16, 2018

By-Laws

Of The

Menlo Park Firefighters' Association Inc.

MENLO PARK FIREFIGHTER'S ASSOCIATION, INC.
BY-LAWS
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BY-LAWS
Of The
MENLO PARK FIREFIGHTERS' ASSOCIATION, INC.

ARTICLE 1: NAME and PURPOSE

SECTION 1: This organization, established in 1938 in the State of California, is and shall hereafter be known as the Menlo Park Firefighter' Association, Incorporated.

SECTION 2: The purposes for which this corporation was formed are; to foster and promote a better understanding among its members, to promote the general welfare of its members and the community, for the observance of high standards of conduct for Firefighters, and to work for the enactment and maintenance of laws and regulations that benefit fire service personnel and lows and regulations that protect life and property.

SECTION 3: There shall be no discrimination or harassment based on race, creed, ethnic origin national origin, age or gender against any member by the Menlo Park Firefighters Association' Officers, Directors, agents or the general membership.

SECTION 4: This Association shall be affiliated with the International Association of Firefighters and the San Mateo County Firefighters' Local 2400. This Association will identify itself and be known within the San Mateo County Firefighters Local 2400 as District 10 (Ten).

ARTICLE 2: CORPORATE POWERS

SECTION 1: This Association shall have all the powers of a corporation permitted or prescribed by law, enabling it to perform all acts necessary or expedient for the administration of the affairs of the Association.

SECTION 2: The corporate powers, business, and property of this corporation shall be vested in, exercised, conducted and controlled by its Board of Directors.

ARTICLE 3: THE BOARD of DIRECTORS

SECTION 1: The Board of Directors shall consist of two (2) Executive Officers and three (3) Directors.

SECTION 2: The powers and duties of the Board of Directors are:

- (A) To elect and remove as necessary, any or all officers, directors, agents, or employees of the corporation, prescribe such duties for them as may not be inconsistent with the law and these By-Laws; fix their compensation if any; and require from them security for faithful service.
- (B) To conduct, manage and control the affairs and business of the corporation and District 10 of Local 2400, I.A.F.F. and to make such rules and regulations therefore not inconsistent with law and these By-Laws.
- (C) To fix from time to time the office(s) of the corporation to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and such certificates from time to time as in their judgment may seem best.
- (D) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes and other evidence of debt.
- (E) To ensure expenditures and deposits of the Association are recorded, and credited or debited to the correct fund in the Treasurer's accounting book.
- (F) To appoint a Board member to conduct the duties of Secretary as described in these By-Laws.

ARTICLE 4: OFFICERS, DIRECTORS and TREASURER

SECTION 1: The Officers of this corporation shall consist of two (2) elected Executive Officers: President and Vice-President.

SECTION 2: The Directors of this corporation shall consist of three (3) elected members to serve on the Board with the two (2) elected Executive Officers.

SECTION 3: The Treasurer shall be one (1) elected member, who, with the Board of Directors, shall control the assets of the corporation. The Treasurer may or may not be a Board member. The Treasurer has no Board voting rights unless he/she is a Board member.

SECTION 4: The Officers, Directors and Treasurer must be Active Members in good standing with the Association and District 10 of Local 2400, I.A.F.F. .

ARTICLE 5: PRESIDENT

SECTION 1: The powers and duties of the President are:

- (A) To preside at all meetings of the membership and of the Board of Directors.

(B) To call special meeting of the membership and of the Board of Directors, at such times as he/she deems necessary.

(C) To affix his/her signature for the corporation to all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates, and other papers and instruments in writing that may require the same, and to supervise and control, subject to the direction of the Board of Directors, all the Officers, agents and employees of the corporation.

SECTION 2: All the powers and duties hereby, or by law, conferred, performed or imposed upon the President may be exercised and performed by him/her.

SECTION 3: If the President and Vice-President cannot be present at any meeting of the Board of Directors, or of the members, a President pro-tem may be chosen by the President to preside and act at such meeting.

SECTION 4: The President shall be responsible for indoctrination of all new Firefighters of the Menlo Park Fire Protection District who elect to join the Association and District 10 of Local 2400 San Mateo County Firefighters, I.A.F.F.

SECTION 5: The President of this Association shall be and act as the First District Vice-President of the Menlo Park Firefighters' District 10, of I.A.F.F. Local 2400, San Mateo County Firefighters.

SECTION 6: To attend all monthly meetings and other meetings called by the Executive Board of I.A.F.F. Local 2400, San Mateo County Firefighters and be the representative of this Association at said meetings.

ARTICLE 6: VICE-PRESIDENT

SECTION 1: In case of the absence or disability of the President, the Vice-President shall take the President's place and perform the President's duties.

SECTION 2: The powers and duties of the Vice-President are:

(A) To preside as Chair on the By-Laws Committee, to research all proposed By-Law changes, and bring to the attention of the Board of Directors all proposed changes.

(B) To keep the seal of the corporation and to affix the same to all instruments Executed by the President that may require it.

(C) To countersign all drafts, promissory notes, and certificates of memberships.

(D) In case of the absence, inability, refusal, or neglect of the Secretary to make service or publication of any notices, then such notices may be served and published by the Vice-President, or by any person authorized by the Board of Directors.

(E) To keep a membership book showing the names and dates each member became active, associated, honorary, retired, or who were suspended and/or expelled from the membership.

(F) To do and perform all such other duties as pertain to his/her office as may be required by the Board of Directors.

SECTION 3: The Vice-President of this Association shall be and act as the Second District Vice-President of the Menlo Park Firefighters, District 10 of Local 2400, San Mateo County Firefighters of I.A.F.F.

SECTION 4: To attend all monthly meetings and other meetings called by the Executive Board of I.A.F.F. Local 2400 San Mateo County Fire Fighters and be the representative of this Association at said meetings.

ARTICLE 7: SECRETARY

SECTION 1: The duties of the assigned Secretary are:

(A) To attend meetings of, and to keep accurate and complete records of, the proceedings of the Board of Directors and of the meetings of the membership of this Association.

(B) To have all minutes of meetings filed in the Association's file cabinet, and have General Membership meeting notes recorded, published and sent to all fire stations for member viewing within seven (7) days after said meeting.

(C) To produce an agenda seven (7) days prior to any meetings of the Board of Directors or members, and to have said agenda sent to all fire stations and Board members.

(D) To conduct all mailings of recognition and correspondence that the Association Board of Directors may deem necessary.

ARTICLE 8: DIRECTORS

SECTION 1: Directors shall attend all Board meetings called by the President, to furnish guidance and direction for the Association and for the Menlo Park Firefighters, District 10 of Local 2400 San Mateo County Firefighters, I.A.F.F. and work directly with the Executive Officers of the Association.

SECTION 2: The Director shall maintain policies governing the affairs of the Association and I.A.F.F. Local 2400, San Mateo County Firefighters.

ARTICLE 9: TREASURER

SECTION 1: The duties and powers of the Treasurer are:

- (A) To receive and safely keep all monies of the Association; deposit the same in the name of the Association; disburse money in the form of checks signed by two (2) of the following: President, Vice-President, Treasurer or anyone that Board may designate.
- (B) To keep accurate and complete accounts of the receipts and disbursements of the Association in a balanced condition, and to render to the Board of Directors and end-of-the month statement of the financial condition of the Association within seven (7) days.
- (C) To assure the Association is bonded each year, to cover all funds and assets of the Association and those authorized to sign vouchers for those funds and assets.
- (D) To ensure that the books of the Association shall be audited, in January annually by a disinterested party. The audit shall be made available to members upon written request.
- (E) To cause to be filed all tax forms needed for the Association annually.
- (F) To assist the President in contacting and recruiting new members for the Association and enroll new members in all benefits the Association and I.A.F.F. Local 2400, San Mateo County Firefighters' offers.
- (G) To perform all duties pertaining to the maintenance of all member' enrollment in the California State Firefighters' Association.
- (H) To be responsible for maintaining and paying life insurance premiums and other benefits as described in the Association's Death Benefit Plan.
- (I) The books shall be reviewed by the Board of Directors if a change in the Treasurer's office occurs despite what time such change takes place.
- (J) To perform all such duties pertaining to his/her office as may be required by the Board of Directors.

ARTICLE 10: MEMBERSHIP

SECTION 1: There shall be four (4) classes of membership:

- (A) **ACTIVE MEMBERSHIP:** Affiliated bargaining unit members of District 10 of Local 2400, San Mateo County Firefighters, I.A.F.F. and employed by the Menlo Park Fire Protection District. To be an Active Member, said person must be a dues paying member in good standing and abide by **ARTICLE 13, SECTION 1** and **SECTION 2 (A)** and (B). Active Members have all voting rights concerning this Association and the Menlo Park Firefighters, District 10 Local 2400, San Mateo County Firefighters, I.A.F.F. . All Active Members shall be listed in the membership roster held with the Vice-President of the Association.
- (B) **ASSOCIATE MEMBERSHIP:** Non-affiliated bargaining unit members of District 10 of Local 2400, I.A.F.F., Chief Officers and/or non-safety management personnel employed by the Menlo Park Fire Protection District whether interim or permanent. To be an Associate Member, said person must be a member in good standing and abide by **ARTICLE 13, SECTION 1** and **SECTION 2 (A)**. No Associate Member shall run for or hold a position on the Association's Board of Directors, Treasurer, or Shop Steward. Associate Members have no voting rights in matters concerning the Menlo Park Firefighters District 10 Local 2400, I.A.F.F. .
- (C) **HONORARY MEMBERSHIP:** Persons who, by special courtesy of the organization, are appointed as honorary members by the Board of Directors. No Honorary Member shall have a vote nor be entitled, except by special privilege, to any benefits. In the event any Honorary Member is to receive any benefits, those benefits shall be conferred upon the member through the Board of Directors after said Board has been directed by a two-thirds (2/3) majority vote of the Active Members to confer such a benefit or benefits.
- (D) **RETIRED MEMBERSHIP:** Active Members who have retired from the Menlo Park Fire Protection District for length of service, for medical reasons, or due to disability. No Retired Member shall have any voting rights. Retired Members may be enrolled in the Association's Death Benefit Plan as describe in Association Policy Memorandum #11. Retired Members may have their California State Firefighters' Association dues paid in full – a retired membership. In the event any Retired Member is to receive any additional benefits/rights those benefits/rights shall be conferred upon the member/members through the Board of Directors after said Board has been directed by two-thirds (2/3) vote of the Active Members to confer such a benefit/benefits.

ARTICLE 11: ALL MEMBERS

SECTION 1: No member of the Association shall use, or cause to be used, his/her title or the name of the Association for or against any private commercial purpose or profit motive of any kind for personal gain. Any member violating this provision will be subject to review by a special committee to be appointed by the Board of Directors. Upon proof of the charges, the Board of Directors shall declare his/her office, if any, vacant and the vacancy shall be filled in accordance with **ARTICLE 17**.

SECTION 2: Any member wishing to prefer charges against another member shall present a copy of such charges to the President, at which time the President shall appoint a committee of not less than three (3) members to investigate and report their findings for Board action.

ARTICLE 12: COMMITTEES of the ASSOCIATION

SECTION 1: Standards and structure of committees shall be set by the Board of Directors. The Board may create a new committee as the Board or the membership deems necessary. Committees consist of volunteer members of the Association.

SECTION 2: The Chair of each committee shall be appointed and dismissed by the Board of Directors and all Chairs are answerable to the Board.

SECTION 3: The Chair of each committee may rotate every year in January, with the Board of Director's approval or by the Board's order.

SECTION 4: At a General Membership meeting held each year (see **ARTICLE 14, SECTION 1**) each committee shall state its goals and objectives for the upcoming year.

SECTION 5: All expenditures by committees shall only be paid after the Board of Directors and Treasurer have approved such expenditures. All request for individual members' reimbursement shall be submitted on the Association's expense voucher form.

SECTION 6: The Standing committees of the Association are:

1. Firefighters' Political Action Committee
2. Television/Video Recorder/Radio
3. Benevolent Fund
4. Survivor Packet
5. Historical Vehicle
6. Uniforms
7. Retirement
8. Recreation
9. By-Laws
10. Honor Guard

ARTICLE 13: DUES and FEES

SECTION 1: Only dues paying firefighters will be considered members in good standing with Association. There are two (2) types of members in good standing. Dues paying Active Members and dues paying Associate Members.

SECTION 2: Dues calculations:

(A) Monthly dues for the Association shall be at the rate of three quarter (.75%) percent of top step firefighter pay. Dues are deducted by the Menlo Park Fire Protection District's payroll deduction plan and received on the first of each month by the Treasurer of the Association.

(B) Monthly dues for the I.A.F.F. Local 2400 San Mateo County Firefighters shall be at the rate as reported to the membership by District 10's First District Vice-President. Dues are deducted by the Menlo Park Fire Protection District's payroll deduction plan and are forwarded to the I.A.F.F. Local 2400 San Mateo County Firefighter's office for processing.

SECTION 3: Dues received and processed for either a new or continuing membership are non-refundable except in the case of a duplicate payment, and cannot be credited to any member other than the individual for or from whom received.

SECTION 4: A member shall be considered delinquent who has failed to pay his monthly dues. Each delinquent member shall be notified by the Vice-President, in writing, to make payment of all delinquent dues and shall be given a period of thirty (30) days from date of notice within which to pay said delinquent dues. If said dues are not paid within thirty (30) days, the member/members membership shall immediately cease. Said delinquent member/members may be reinstated upon payment of a fee of one hundred (\$100.) dollars and the payment of all delinquent dues from date of the first delinquency to and including the date of reinstatement of said member. No member's membership shall terminate until all legal procedures available to the member, stated in these By-Laws, have been exhausted, at the member's option. Payment of reinstatement fee and all delinquent dues has no relationship to a non-member's (Active or Associate) obligation of agency shop fees which are payable to the Association.

SECTION 5: The Board of Directors shall cause the dues of each member to be transferred to the Association's bank account. Dues may be allocated to different funds for any or all committees in percentages decided by the Board.

SECTION 6: Membership in the Association and I.A.F.F. Local 2400, San Mateo County Firefighters is voluntary.

SECTION 7: No income of the Association shall be to the personal benefit of any members.

SECTION 8: The Board of Directors reserves the right to make any exceptions to **ARTICLE 13.**

ARTICLE 14: MEETINGS

- SECTION 1:* There shall be an annual General Membership meeting of the members on either the second Wednesday or the second Thursday of January of each year, at 9:00am of said day. This meeting will take place at the office of the corporation or any other place the Board of Directors may designate within the State of California. The place, date and time of the General Membership meeting will be posted at all stations within a minimum of two (2) weeks before said meeting. A request for the General Membership meeting day and time to be changed shall be submitted to the Board of Directors no less than thirty (30) days before said meeting. The Board shall make a decision and the decision shall be final.
- SECTION 2:* Failure to hold an Annual membership meeting at the designated time shall in no way cause the dissolution of the Association.
- SECTION 3:* Board Elections: Consistent with the By-Laws of SAN MATEO COUNTY FIRE FIGHTERS, LOCAL 2400, International Association of Fire Fighters and in accordance with those By-Laws, a DVP will be elected each year and will serve for a term of two years. Each year at the Annual meeting a general election will be held to determine which of the two DVP's will serve as President and Vice President of the MPFFA for that year. Additionally, on **EVEN** numbered years the Treasurer and one Director shall be elected and on the **ODD** numbered years two (2) Directors shall be elected, one of which will serve as the Secretary of the MPFFA. Every year Shop Stewards will also be elected. See Association Policy Memorandum #8 regarding duties and election procedures of Shop Stewards. All positions shall be elected to serve for their ensuing term or until their successors are elected or appointed.
- SECTION 4:* Special meetings of the membership may be called and held any time by the President. The President shall at any time call a special meeting of the members upon written request of at least one-third (1/3) of the membership, or on the written request of two or more members of the Board of Directors.
- SECTION 5:* At all meetings or elections of the members, called for any purpose, there must be at least one-third (1/3) of the combined Active and Associate Members present, in person, and not by proxy, which one-third (1/3) said members shall constitute a quorum.
- SECTION 6:* At all meetings of the members (whether regular, special, or adjourned) each Active and Associate Member in good standing shall be entitled to one vote.
- SECTION 7:* Business, as stated in these By-Laws, which require approval of a vote of the Association membership shall follow Robert's Rules of Order. A labor contract ratification vote must have a simple majority of the actual District 10 bargaining unit membership of the Association. (Example: 50% of total District 10 bargaining unit member + 1 vote affirmative for ratification.)

SECTION 8: Any business that might be transacted at a regular meeting of members, may be done at a special or at an adjourned meeting.

SECTION 9: If no quorum is present at any meeting, (whether regular, special or adjourned) such meetings may be adjourned by those present, from day to day, or from time to time until such quorum is obtained. Such adjournment and the reasons therefore shall be recorded in the journal of proceedings of the Board of Directors.

SECTION 10: All meeting of the Board of Directors shall be held at the office of the corporation or other place as the Board may designate and shall be open to all Active and Associate Members. A quorum of three (3) or more Board members must be present for all Board meeting.

SECTION 11: Special meetings of the Board of Directors may be called at any time by order of the President, and the President shall, at any time, call a special meeting of the Board, upon written request of two (2) or more of said Board members.

SECTION 12: Any business that may be transacted at a regular meeting of the Board of Directors may be transacted at a special or at an adjourned meeting of the Board.

SECTION 13: Rules for all meetings conducted shall be taken from these By-Laws or Robert's Rules or Order.

ARTICLE 15: ELECTIONS of OFFICERS, DIRECTORS, and TREASURER

SECTION 1: At the annual General Membership Meeting, an election shall occur as stated in **ARTICLE 14, SECTION 3**. These terms of office shall begin immediately after election proceedings and shall continue until their successors are elected and qualified. All Board members may succeed themselves in office.

SECTION 2: **ODD NUMBERED YEAR ELECTIONS:**

(A) After the DVP election for **ODD** numbered years, the DVP elected to begin their term will serve for two (2) years in the capacity of either President or Vice President as decided annually in the general election described in Article 14, Section 3. From this general election, two (2) Directors will also be elected to serve for two (2) years, one of which will be assigned to serve as Secretary by the President of the MPPFA. Qualified ballots in the final election will contain no more than seven (7) nominees. Voting members shall cast votes for two (2) of those nominees.

SECTION 3: **EVEN NUMBERED YEAR ELECTION:**

(A) After the DVP election for **EVEN** numbered years, the DVP elected to begin their term will serve for two (2) years in the capacity of either President or Vice

President as decided annually in the general election described in Article 14, Section 3 From this general election, one (1) Director will be elected to serve for two (2) years. Qualified ballots in the final election will contain no more than seven (7) nominees. Voters shall cast a votes for one (1) of those nominees.

(B) From the general election on **EVEN** numbered years, one (1) member shall be elected and serve for two (2) years as Treasurer. Members interested in the Treasurer's position shall notify the current Board of Directors in writing requesting their names to be placed on the qualified ballot in the final election under the word "Treasurer". Voting members shall cast one (1) vote for the position of Treasurer.

ARTICLE 16: ELECTION PROCEDURES

SECTION 1: The Vice-President will make a list consisting of all Active Members in good standing, and post said list at each fire station at least six (6) weeks before the annual General Membership meeting. This procedure will occur on both **ODD** and **EVEN** year elections.

SECTION 2: From the posted list on **ODD** numbered years, members may nominate up to three (3) individuals. The members' nominations will be placed in a voting container placed at each fire station by the Board member whose duty is to conduct and control the general election. The Board of Directors choose this Board member. The nominations shall be completed four (4) weeks before the general election.

From these votes, a list of nominees will be made. Not more than seven (7) nominees, those receiving the most votes, will be posted for the two (2) Director positions available. The results will be posted for membership viewing no later than seven (7) days after being received. The Board member whose duty it is to conduct and control the election will be responsible for collecting all ballots for nomination. The Board of Directors will tally the votes.

At the general election, voting members will vote for two (2) Directors from the nomination list that was established. After voting, a count will be made. The President will select one of these two Directors to serve as the Secretary.

SECTION 3: From the posted list on **EVEN** numbered years, members may nominate up to three (3) individuals. The members' nominations will be placed in a voting container placed at each fire station by the Board member whose duty it is to conduct and control the election. This Board member is chosen by the Board of Directors. The nominations shall be completed four (4) weeks before the general election.

From these votes, two lists of nominees will be made. Not more than seven (7) nominees for each, those receiving the most votes, will be posted for the one (1) Director and one (1) Treasurer positions available. The results will be posted for

membership viewing no later than seven (7) days after being received. The Board member whose duty it is to conduct and control the election will be responsible for collecting all ballots for nomination. The Board of Directors will tally the votes. At the general election, members will vote for one (1) Director and one (1) Treasurer from the two nomination lists that were established. After voting, a count will be made. The members with the highest votes from each list will become the ensuing years' Directors and Treasurer.

SECTION 4: In both elections, **ODD & EVEN** years:

The current Association President shall not cast a vote at the general election but shall vote to break a tie. Should a three-way tie develop where the President's vote will not break a tie, a special vote will be taken from the members present at the meeting and the members on duty at the fire stations. No attempt will be made to contact the members who voted by absentee ballot. If a two-way tie occurs after a special vote has been conducted, the President's reserve vote will be exercised.

SECTION 5: Active and Associate Members on duty during the election can vote from the list of nominees created for both elections in **ODD & EVEN** years. These ballots will be delivered and placed in trust to the Officer in Charge at each fire station. The Officer in Charge will give the ballots to the Board member whose duty it is to conduct and control the election or his/her appointee before the general election meeting. All Officers in charge will be notified of who will be picking up ballots

SECTION 6: Off-duty members may vote by absentee ballot, not by proxy, if one of the following situations occurs;

1. When attending a District approved fire service school, or District required meeting while General election meeting is in session.
2. When on District approved emergency leave.
3. When on District approved sick leave or disability.
4. When on vacation.
5. When a written request to the President of the Association is received and granted.

SECTION 7: The absentee ballot must be delivered personally by the voting member to the Board member whose duty it is to conduct and control the election within forty-eight (48) hours before said election. This ballot will be placed in a sealed envelope with the member's name on the face of the envelope. This Board member will place absentee ballots in the ballot box at the time of balloting.

SECTION 8: Absentee ballots submitted under the conditions listed in ARTICLE 16, SECTION 6, may be either e-mailed to his/her mpffa.org e-mail address or mailed directly to the Association's President, at the Station One address or provided that;

1. Both Mailed and E-Mailed ballots are received at Station One at least one (1) hour before the meeting.

- a. E-Mailed ballots will only be recognized from a secure e-mail account such as the mpffa.org or menlofire.org. After receiving such a ballot the President will place the ballot in a sealed envelope with the name of the sender on the outside of the sealed envelope and print the word "BALLOT" on the reverse side of the envelope.
 - b. Mailed ballots have the name of the sender on the outside of the sealed envelope and the word "BALLOT" is printed on the reverse side of the envelope.
 - i. When a letter of the above description is received at Headquarters Station, the Officer in Charge will be notified and this Officer will immediately deposit the envelope in the ballot box or give it to the Association President to deposit.
2. Immediately before the opening of the meeting, the Board of Directors will convene to check the sealed absentee ballots against a roster of eligible absentee members. This list will be prepared by the Board member whose duty it is to conduct and control the election. Questionable ballots will only be honored by a two-thirds (2/3) vote of the Board of Directors.

SECTION 9: A count of votes will be made and results of election shall be announced, recorded, and made official at the General Membership meeting. The ballots tallied will be kept until the next election year process, until the same positions are filled and the past results are no longer needed.

SECTION 10: Any member, as soon as practical, wishing to decline nomination for a position will do so when notified of their nomination to a position in the Association. The nominee with the next greatest number of votes shall be moved into the open position. A complete record of the voting results will be kept on file.

SECTION 11: After the voting, the current President will turn the Chair over to the new President for the upcoming term.

SECTION 12: The minutes of the Annual membership meeting shall be kept on permanent file and be posted at each of the fire stations for member viewing.

SECTION 13: Any elected official of the Association may be removed from office when:

1. The Board of Directors receives a petition containing the signatures of a minimum of one-third (1/3) of the actual membership requesting removal from office of said Officer, Director, Treasurer, or Shop Steward; and
2. The other Board of Director members establish a date and a place for the recall election to take place within sixty (60) days of the receipt of said petition; and
3. The general membership is notified no later than thirty (30) days prior to the recall election; and

4. The recall vote must have a simple majority of the actual voting membership (50% of total voting membership + 1 vote for recall) in order to recall an elected Officer, Director, Treasurer or Shop Steward.

ARTICLE 17: VACANCIES of ASSOCIATION POSITIONS

SECTION 1: Whenever any vacancy occurs in an Officer, Director, Treasurer or Shop Steward position, such vacancy shall be filled by the following procedures;

1. Election results on file from the previous election will be used to choose the individual with the next highest vote count. That member shall fill the vacancy. If that member declines the position then the next individual shall be chosen to fill the vacancy.
2. If no members from the previous year's vote of candidates will accept the open position/positions then such vacancy shall be filled by an emergency election of the membership. This election shall be conducted in the same manner as all other elections for the position needed. The member elected will only hold office until the Association can conduct a regular **ODD** or **EVEN** year general election.
3. For vacancies created in the position of DVP, see By-Laws of SAN MATEO COUNTY FIRE FIGHTERS, LOCAL 2400, International Association of Fire Fighters Article V, Section 11. Once the position is filled, if less than three (3) months remain before the next general election, the newest DVP will become the Vice President of the Association and the standing DVP will serve as President. If the time is greater than three (3) months to the next general election, a special election will be held to determine which of the DVP's will serve as President and Vice President of the Association.

ARTICLE 18: AMENDMENTS

SECTION 1: Business, as stated in these By-Laws, which require approval of a vote of the Association membership shall follow the Robert's Rules of Order. These By-Laws may be modified, repealed or amended, or new By-Laws may be adopted by a two-thirds (2/3) majority vote of the actual voting membership of the Association, or by the written assent of two-thirds (2/3) of the actual voting membership of the Association. The Board of Directors, without such membership approval, does not have the power to modify, repeal, or amend any By-Laws or amendments thereto.


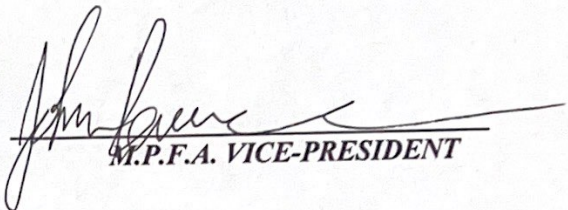
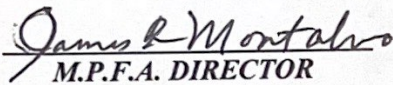
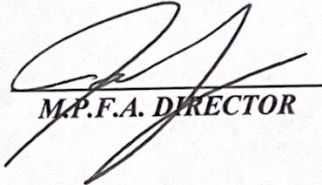

SECTION 2: The Chair of the By-Law's Committee shall submit all written request of By-Law amendments from Association members or the Board of Directors to the committee for consideration and the committee will notify the author on the progress and

recommendation of their new amendment within thirty (30) days after recommendation was received by the committee.

ARTICLE 19: ADOPTION of BY-LAWS, SIGNATURES

SECTION 1: These By-Laws are hereby adopted on January 14th, 2018 and supercede all previous By-Laws or amendments pertaining thereto.

SECTION 2: Signatures of the Board of Directors in office at time of adoption.

 _____ M.P.F.A. PRESIDENT	 _____ M.P.F.A. VICE-PRESIDENT	
 _____ M.P.F.A. DIRECTOR	 _____ M.P.F.A. DIRECTOR	 _____ M.P.F.A. DIRECTOR