

CONSTITUTION
ROCKY MOUNTAIN CHAPTER OF THE
SOCIETY OF FIRE PROTECTION ENGINEERS

(For Consideration – August 2015)

Article 1 - Name

- 1.1 The name of the organization shall be the Rocky Mountain Chapter of the Society of Fire Protection Engineers.

Article 2 - Location

- 2.1 The location of the Chapter will be in the Denver, Colorado metropolitan area.
- 2.2 The Chapter shall solicit Membership from the Greater Rocky Mountain Region, which includes Colorado, Wyoming, Montana, Utah and Idaho.

Article 3 - Definitions

- 3.1 Wherever the term "Society" is used, it shall be construed to mean "The Society of Fire Protection Engineers."
- 3.2 Wherever the term "Chapter" is used, it shall be construed to mean "The Rocky Mountain Chapter of the Society of Fire Protection Engineers".
- 3.3 Wherever the term "Board" is used, it shall be construed to mean the "Chapter Board of Directors."
- 3.4 Wherever the term "Full Member" is used, it shall be construed to mean an individual who is a member in good standing of the Chapter and who is also a member in good standing in any membership grade of the Society.
- 3.5 Wherever the term "Chapter Member" is used, it shall be construed to mean a chapter-only member in good standing (i.e., non-Society Member).
- 3.6 Wherever the term "Membership" is used, it shall be construed to mean all Full and Chapter Members of the Chapter.

Article 4 - Organization

- 4.1 The Chapter is established pursuant to Article 5 of the Constitution of the Society of Fire Protection Engineers, as incorporated under the laws of the Commonwealth of Massachusetts, as a not-for-profit organization of individual members with voting rights vested in the individual members of the Chapter. The Rocky Mountain Chapter was formed as a local chapter of the Society of Fire Protection Engineers in October 1983 and its charter granted by the Society on October 22, 1984.
- 4.2 Branches
 - 4.2.1 The Board, at its discretion, may establish Branches of the Chapter to further the aims of the Chapter and particular groups of Members with common interests.
 - 4.2.2 Groups from the Chapter Membership in individual geographical areas desiring to form local Branches for purposes of discussion and advancement of the objectives of the Chapter and the Society may apply to the Board for authority to organize such a Branch. If granted Branch

status, the Branch shall be known as the "Branch of the Rocky Mountain Chapter of the Society of Fire Protection Engineers."

- 4.2.3 The Board may, after due notice, disband a Branch for cause.
- 4.2.4 Membership in a Branch shall be limited to the Chapter Membership.
- 4.2.5 A Branch Chair shall be a Member of the Society in good standing and shall be elected by a majority of the votes cast by the Branch Membership present at the Branch annual meeting to serve for a term of one year. The Chair shall be eligible for an additional term and shall be a Member of the Board by virtue of that office.
- 4.2.6 Branch may have such additional officers as may be deemed appropriate and are not in conflict with articles of this Constitution or its Bylaws.
- 4.2.7 All provisions of the Constitution and Bylaws with respect to the operation of the Chapter shall apply to a Branch.

Article 5 - Objectives

- 5.1 The objectives of the Chapter shall be to advance the science and practice of Fire Protection Engineering and its allied fields, to maintain a high ethical standing among its Membership, and to foster fire protection engineering education.
- 5.2 The Chapter shall speak only for itself and not for the Society.
- 5.3 In accomplishing these objectives, the Chapter shall not engage in any activity which is not educational, scientific, or charitable within the meaning of section 501(c)(3) of the United States Internal Revenue Code, as amended. No substantial part of the activities of the Chapter shall be attempting to influence legislation and the Chapter shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Article 6 - Membership

- 6.1 A Full Member shall be permitted to vote in all Chapter affairs and may run for and hold any office on the Board or serve as Chair for any committee.
- 6.2 A Chapter Member need not be a Society Member, however, as such, will not be permitted to vote in Chapter affairs or serve as Chapter President and Vice President, but may serve any other office on the Board and may be appointed as Chair for any committee. If a Chapter Member is elected to the Board or appointed as a Chair, they may vote in Chapter affairs.

Article 7 – Chapter Board of Directors

- 7.1 There shall be a Board consisting of Chapter Officers and Directors elected by the Members. The Board will consist of an odd number of board members. At the discretion of the Board, Board members may additionally include Branch Chairs and Committee Chairs.
- 7.2 Officers of the Chapter shall be the President, Vice President, Immediate Past President, Secretary, and Treasurer. The President and Vice President shall be Members in good standing of the Society. The Board may assign Directors responsibilities as necessary for the promulgation of the Chapter mission.

- 7.2.1 Officers and Directors shall be elected by majority vote of the Members present at the annual meeting and shall hold office for one year and be eligible for re-election.
- 7.2.2 A Member may vote by absentee ballot with approval of the Nominating Chair. The Member must provide two weeks' notice prior to the Annual Meeting to the Nominating Chair that they will not be able to attend the Annual Meeting. The absentee ballot must be returned to the Nominating Chair prior to the start of the Annual Meeting.
- 7.3 The Chapter President shall preside over all Chapter meetings.
- 7.4 Any Officer or Director who serves for two consecutive terms in any one office is not eligible for re-election in that office for a minimum of one year.
 - 7.4.1 The above limitation on the terms of service for the Secretary, Treasurer, and Directors may be waived by the Board, on an annual basis, upon recommendation of the nominating committee.
- 7.5 All incoming Officers and Directors shall commence their term of office on June 1, following the Annual Meeting, during which Officers and Directors are elected (the May meeting).
- 7.6 The resignation of any Officer, Director, Branch Chair, or Committee Chair shall be tendered to the President.
- 7.7 Vacancies in office may be filled, until the next election, by majority vote of the Board. See section C.2.2 of the Bylaws.
- 7.8 The Nominating Chair shall not serve as chair while concurrently running for an elected position.

Article 8 - Committees

- 8.1 Committees shall be of two classes: Committees which shall have a continuing function; and Special Committees which shall be appointed by the President for the execution of a particular task, going out of existence upon the completion of said task and acceptance of a final report.
- 8.2 The President shall designate, with Board approval, the Chairs of each Committee, except as otherwise provided for by the Constitution.
- 8.3 The duties of each Committee shall be as specified in the Bylaws.
- 8.4 Committee actions shall avoid conflict in those areas clearly within the scope of the Society. In case of doubt, the Society headquarters should be consulted.
- 8.5 Committee members shall not place the Chapter in the position of giving fire protection engineering advice or consultation, either as an organization or by representation in the name of the Chapter.

Article 9 - Meetings

- 9.1 There shall be not less than eight Chapter meetings in each fiscal year. The last meeting in the spring shall be the Annual Meeting.
- 9.2 Quorum
 - 9.2.1 A Membership of five shall constitute a quorum for carrying on a Chapter meeting.
 - 9.2.2 A majority of the Board shall constitute quorum for purposes of conducting Board business.

9.2.3 A majority of any committee shall constitute a quorum for carrying on a meeting of such committee.

9.3 The rules of procedure in meetings shall be according to "Roberts' Rule of Order" when consistent with this Constitution and its Bylaws.

Article 10 - Administration

10.1 Fiscal Year

10.1.1 The fiscal year of the Chapter shall begin on the first day of June and terminate on the last day of May.

10.2 The Board shall direct the affairs of the Chapter.

10.3 The administrative and financial functions of the Chapter shall be vested in the Board. All actions by the Board shall be subject to review and approval at the annual meeting of the Chapter.

10.4 The Chapter may receive, own, and maintain funds, real property or personal property and use or apply the whole or any part of the income there from and the principal thereof. The Chapter may contribute funds or property to persons and organization, as necessary in the accomplishment of the objectives of the Chapter.

10.5 No income or assets of the Chapter may be used by or for the personal profit of any individual, institution, or corporation except as provided for in this constitution.

10.6 The Chapter shall in no way incur financial obligations upon the Society.

10.7 The Chapter shall not be bound by an agreement, written or oral, unless the agreement has been approved by the Chapter in annual or special meeting or by recorded vote of the Board.

10.8 Annual dues shall be as stipulated in the Bylaws.

Article 11 - Amendments

11.1 Amendments to the Constitution shall be submitted to the Secretary in written form by any Member in good standing or shall be proposed by action of a majority vote of the Board.

11.2 Amendments shall be posted to the membership a minimum of 10 days prior to a Chapter meeting.

11.3 Amendments shall be presented in writing to the Membership at the next meeting following its posting.

11.4 An amendment shall be valid when approved by two-thirds majority of the Membership present at the Chapter meeting.

Article 12 – Dissolution of the Chapter

12.1 If the membership of the Chapter votes and approves the dissolution of the Chapter, the President or presiding officer shall notify the Society.

12.2 Upon the dissolution of the Chapter, assets shall be distributed for one or more purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local

government, for a public purpose. For the purposes of dissolution, as permitted by law, assets of the Chapter shall be conveyed to a not-for-profit profile such as the SFPE Education & Scientific Foundation.

BYLAWS
ROCKY MOUNTAIN CHAPTER OF THE
SOCIETY OF FIRE PROTECTION ENGINEERS

(For Consideration – August 2015)

Section A - Membership

A.1 All applications for Membership shall be submitted to the Treasurer. Applications processed via the Chapter membership website will be deemed acceptable. Full Member applications will be approved upon verification of Society membership status.

A.2 The Treasurer shall forward new Membership applicants to the Secretary who will enter the applicant's name on the Membership roster.

A.3 The Secretary or Membership Chair shall notify the applicant in an appropriate manner.

A.4 Honorary Chapter Member: The membership grade of Honorary Chapter Member may be conferred upon a person of age 60 or over who has been a Member of the Society for at least fifteen years, has rendered exceptional service to the Chapter and has made a substantial contribution to the profession of fire protection engineering. In special circumstances, Honorary Chapter Member may be conferred upon a person of acknowledged eminence in fire protection engineering or related sciences, regardless of age and regardless of prior membership status in the Chapter. A favorable report by the Board and a majority vote of the membership attending and present at any Chapter meeting shall be necessary to elect. Honorary Chapter Members are granted the rights and privileges of Full or Chapter Members without the requirement to pay annual Chapter dues.

A.5 Life Chapter Member: Any retired member 60 years of age or older who has been a Chapter Member or has paid Chapter dues, for at least five years, is eligible to make application to the Board for the membership grade of Life Chapter Member. Life Chapter Members are granted the rights and privileges of Full or Chapter Members without the requirement to pay annual Chapter dues.

Section B - Duties of the Board of Directors

B.1 The Board shall formulate the policies of the Chapter and perform such other duties as may be prescribed by the Constitution and Bylaws.

B.2 The Board shall make a concerted effort to provide representation at the Society meetings in the event the President and/or Vice President cannot attend.

Section C - Duties of Officers

C.1 President

C.1.1 The President shall preside at all Chapter meetings and other duties usual to the office. Meetings of the Board may be called at the discretion of the President or by request to the President of three or more members of the Board. The President shall serve as ex-officio member of all committees.

C.2 Vice President

C.2.1 It shall be the duty of the Vice President to serve as liaison member of each committee provided for in the Constitution and report to the President the apparent inability of any committee chairman to give attention to his assigned activity.

C.2.2 In the absence of the President, the Vice President shall assume the duties and authority of the President. The Vice President shall also assume such other duties as are assigned by the Board. In the event of a vacancy occurring in the office of President, the Vice President shall serve as President until the next election is held by the Chapter.

C.2.3 The Vice President shall sit as a Senator at the Society Senate meeting if at the time the members of the Chapter exceed 50.

C.3 Secretary

C.3.1 The Secretary shall record all official actions of the Chapter and perform other duties usual to the office of the Secretary. The Secretary shall keep a register of the Chapter Membership and affiliations. The Secretary shall maintain and make available to Membership up-to-date lists of the Chapter members, minutes of the meetings, and other information as requested by the Board of the Society. In addition, the Secretary shall submit annually a list of the Chapter Membership to the Society.

C.4 Treasurer

C.4.1 The Treasurer shall maintain the financial records of the Chapter and perform the duties usual to the office including collecting dues/fees, disbursing funds for expenses, maintaining current financial statements and reporting financial status to the Chapter at each regularly scheduled Chapter meeting. Unless re-elected, the Treasurer shall, within one month after the annual meeting, deliver to the successor all monies, vouchers, books and papers of the Chapter and make available to the Membership a financial report covering the entire fiscal year.

C.4.2 The Treasurer shall assist with the preparation of any required tax forms and shall maintain all required tax records. The Treasurer shall forward a copy of any tax records to the Society on an annual basis.

Section D - Committees

D.1 Committees shall assume duties specified in the Bylaws and as assigned by the Board.

D.2 Committee Chairs shall appoint such additional members as needed to complete the task.

D.3 Committee Chairs shall report at the Board Meeting, at the request of the President.

D.4 Committees may be established as needed and may include, but are not limited to:

D.4.1 Program Committee: This committee shall recommend appropriate features for meetings and field trips. It shall procure qualified speakers for presentation of subjects and information on or allied to fire protection engineering. The committee shall extend the courtesies of the Chapter to guest speakers and introduce them. This committee shall arrange all details of meetings and chapter activities (such as dinners, public address system, visual aid equipment and meeting announcements). In absence of a committee, the Program Chair if so elected or another Board Member may perform these duties.

D.4.2 Nominating Committee: This committee shall nominate the officers and directors. The Secretary shall mail the Nominating committee report to the Members at least thirty days prior to the Annual Meeting. This committee shall be composed of Members only. In absence of a committee, a Board Member assigned by the President may perform these duties. The Nominating Chair shall not serve as chair while concurrently running for an office.

The following statement shall be made a part of the Nominating Committee report: "Nomination of any eligible candidate may be made by any Member for election to any office if the candidate's name is submitted to the Secretary seven days prior to the Annual Meeting, together with the signatures of five Members of the Chapter."

D.4.3. Registration and Education Committee. This committee shall organize Chapter-sponsored educational seminars, Chapter-sponsored PE study groups, and address PE registration issues as needed. In absence of a committee, the Registration and Education Chair if so elected or another Board Member may perform these duties.

D4.4. Scholarship Committee. This committee shall solicit applicants for any scholarships to be awarded by the Chapter, shall select a deserving applicant, and shall make award to the scholarship recipient. The committee shall establish and follow guidelines as necessary for the purpose of equitable and fair selection. The committee shall ensure that all federal, state and local laws are being followed regarding disbursement of funds and shall coordinate all awards with the Treasurer.

Section E - Meetings

E.1 Notice of Chapter and special meetings shall be posted to the Chapter Membership at least ten days before such meeting.

E.2 At the annual meeting, the retiring President shall present the Chapter Membership an annual report reviewing the activities of the Chapter during the past fiscal year, making recommendations to the successor. The President shall submit a copy of this annual report to the Society after the annual business meeting.

E.3 The President may at any time or upon written request of a Membership of five call a meeting. Such request and a notice of every meeting shall state the object for which the meeting is called.

Section F - Dues

F.1 The annual dues shall be set by the Board prior to the September meeting. Dues shall be posted to the Membership and shall be payable annually.

F.2 Honorary Chapter Members shall be accorded the privileges of the grade of Full- or Chapter-Member without payment of dues.

F.4 Any Member who fails to pay his annual dues within thirty days after expiration shall be suspended from the Chapter by notification from the Secretary upon notification from the Treasurer, but shall be reinstated if the delinquent dues are paid.

F.5 Dues for new Members shall be submitted with application for such status.

Section G - Amendments

G.1 Amendments to these Bylaws may be proposed in writing at any meeting. Amendments shall become valid upon majority vote of the Chapter Board at a subsequent Chapter Board meeting.