

CERTIFIED FIRE PROTECTION SPECIALIST BOARD

BYLAWS



ARTICLE 1

General

Section 1.1 - Name

The name of this organization shall be the "Certified Fire Protection Specialist Board."

Section 1.2 - Definitions

Unless otherwise expressly stated, the following words and terms shall have the meanings shown in this section. Words used in the present tense include the future; words used in the masculine gender include the feminine and neuter; the singular number includes the plural and the plural the singular.

Board -	the Certified Fire Protection Specialist Board
CFPS -	Certified Fire Protection Specialist
CFPS (ret.) -	a Certified Fire Protection Specialist who is not subject to continued educational and/or professional activity within the fire protection field, due to his inactivity in the fire protection field.
CH -	Certificate Holder
Executive Committee -	shall be established by the Board in accordance with section 2.2.4, and shall have such powers as set forth in said section.
3 rd party administrator-	a contractor who handles day to day operations for the Board, under an agreement.

Section 1.3 - Purpose

The purpose of the Certified Fire Protection Specialist Board is to recognize, through certification, qualified individuals who are dedicated to reducing property and casualty loss from fire, and who have acquired a level of expertise and professionalism through applied work experiences, related educational opportunities, and the successful completion of the approved certification examination.

ARTICLE II Certified Fire Protection Specialist Board

Section 2.1 - Membership on the Board

Section 2.1.1 – The Board shall consist of twelve (12) elected members.

Section 2.1.2 - All members of the Board, with the exception of the Executive Secretary, shall be a Certified Fire Protection Specialist elected by certificate holders in accordance with Section 2.2.

Section 2.1.3 - In addition to the elected Board members, the 3rd party administrator shall appoint a representative, who shall be known as the Executive Secretary, who shall serve as a member of the Board without vote.

Section 2.1.4 – The Board shall contain no more than two persons from a common employer.

Section 2.2 - Election and Terms of Office

Section 2.2.1 - There shall be an annual election by the certificate holders to fill the available terms on the Board. The results of the election will be announced at the Annual Meeting and the term shall be for three (3) years, effective at the conclusion of the Annual Meeting. Unexpected vacancies may be filled at the first meeting of the Board following the vacancy through appointment by the Board. Such appointment shall be effective for the remainder of the unexpired term.

Section 2.2.2 - Board Members shall be elected with a staggered election, electing four (4) in each year.

Section 2.2.3 - No Board member shall serve for more than two (2) full consecutive terms.

Section 2.2.4 – The Board shall elect from among its members the officers consisting of a Chairman, Vice- Chairman and Secretary/Treasurer. The said officers and

the immediate past Chairman available to serve shall constitute the Executive Committee. The immediate past Chairman shall serve on this committee for a period of nine (9) months following their term as Chairman and shall have no vote on matters.

Section 2.3 - Duties and Responsibilities of the Board, its officers and the 3rd party administrator:

Section 2.3.1 - The Board shall have general charge of all affairs of the Board, including but not necessarily limited to the following powers, duties and responsibilities:

- a. meet, as necessary, to review all aspects of the program and make recommendations to the 3rd party administrator concerning these matters. For these purposes, electronic meetings shall be acceptable,
- b. approve the following matters:
 - 1) qualifications needed in order to be eligible to take the exam,
 - 2) cut score,
 - 3) recertification criteria,
 4. administration and proctoring of the exam.
- d. identify and utilize a nomination committee, whose purpose will be to develop a slate of candidates from amongst certificate holders for each annual election of the CFPS Board.
- e. establish and adopt procedures for all standing committees other than the Executive Committee established herein, as it deems necessary including, but not limited to a Bylaws Committee and a Nominating Committee.
- f. The Board also has such powers as it shall deem necessary or advisable to carry out and fulfill the purposes of the Board, subject to the provisions of applicable law.

Section 2.3.2 - Jointly, the Board and the 3rd party administrator shall have the following powers, duties and responsibilities:

- a. serve as the certification authority,
- b. set fees for candidates entering the program, or otherwise seeking original or continued certification offered by the program, or other activities provided by the program,

- c. ensure the quality of the program by monitoring or reviewing all elements of the program,
- d. establish an appropriate procedure for appeals growing out of any aspect of the program,
 - 1) Any committee established to determine any such appeal shall have equal representation from the Board and the 3rd party administrator
- e. approve and validate all exams and questions,
- f. review and approve the program budget for each fiscal year.

Section 2.3.3 - The Chairman shall be the principal executive officer of the Board. He shall supervise and control all the business and affairs of the Board and shall preside at all meetings of the Board. He will also sign, within his capacity, evidence of Certification and other instruments that the Board has authorized to be executed. The Chairman will be able to move, second, and debate a pending motion, but shall not vote on any motion except to cast a tie-breaking vote. The Chairman will be responsible for appointing members to all committees, as he deems necessary.

Section 2.3.4 - Committees, other than Standing Committees, may be established as deemed necessary by the Chairman. Members of all committees shall be appointed by the Chairman, with each Board Member assigned to at least one committee.

Section 2.3.5 - In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the office of Chairman.

Section 2.3.6 - The Secretary/Treasurer shall be responsible for all financial matters concerning the Board. He shall, in cooperation with the 3rd party administrator, provide the Board with an annual report concerning the Board's assets and liabilities. In the absence of the Chairman or Vice-Chairman, the Secretary/Treasurer shall preside at meetings of the Board.

Section 2.3.7- The Secretary/Treasurer shall keep complete minutes of all meetings and forward them to the 3rd party Administrator once approved.

SECTION 2.4 - Removal of Directors

Section 2.4.1 - After giving notice as it deems appropriate, the Board shall have the authority to remove from its ranks Officers and Directors who fail to perform their duties and responsibilities, as defined in section 2.3.

Section 2.4.2 - Such action shall require a minimum 2/3 vote of the full Board.

ARTICLE III Administration

Section 3.1. - Application and Examination

Section 3.1.1 - Applications shall be received by the 3rd party administrator for review and approval, in accordance with guidelines set by the Board.

Section 3.1.2 - The 3rd party administrator shall arrange for sites and proctors for the examinations, in accordance with guidelines set by the Board.

Section 3.2 - Meetings

Section 3.2.1 - Quarterly meetings of the Board shall be held at such time as shall be determined by the Chairman with notice to all members of the Board of not less than 10 days. One such meeting, held in conjunction with the Annual Meeting of the 3rd Party Administrator and with the representative of the 3rd Party Administrator present, shall be designated the Annual Meeting of the Board, at which results of elections shall be announced and other herein designated activities shall take place. Notice of Special Meetings of the Board shall be afforded at least ten (10) days prior thereto. No meetings will be conducted without a quorum. Electronic, including telephonic, meetings shall be acceptable, with the exception of the Annual Meeting. Attendance at any meeting in person or by electronic means by any member of the Board shall constitute acceptance of adequate notice.

Section 3.2.2 - A quorum shall be at least seven (7) members of the Board, of which, one (1) represents the Chairman, Vice-Chairman or Secretary/Treasurer.

Section 3.2.3 - An Annual Certificate Holders Meeting, which may or may not be in conjunction with the Annual Meeting of the Board, shall be held at a time and place, in accordance with guidelines set by the Board. Notice of the Certificate Holders Meeting shall be sent to all certificate holders at least sixty (60) days prior to the meeting.

Section 3.3 - Revenues

Section 3.3.1 - The funds for carrying out the purposes of the Board shall be obtained from application fees, examination fees, annual renewal fees, reinstatement fees, penalty fees for delinquent payment of annual renewal fees, and other monies collected for sale of service or merchandise of the Board or the 3rd party administrator.

Section 3.3.2 - All fees shall be set by the Board, in conjunction with the 3rd party administrator. The 3rd party administrator shall bill, invoice, and collect all fees and other income involved in the administration of the program and shall provide appropriate budget and accounting reports to the Secretary/Treasurer of the Board on a quarterly basis.

Section 3.4 - Expenditures

Section 3.4.1 - The revenues received shall be applied, as and when necessary, towards all staff expenses including, but not limited to, direct time, travel, lodging, overhead and G & A, marketing, promotion and insurance costs. All costs incurred for the support of the Board shall also be charged against revenue received.

Section 3.4.2 - Officers of the Board and members shall not receive compensation for conducting Board business, except for the Secretary/Treasurer who shall be compensated a fair amount as set annually by the Board at the Annual Meeting. The amount shall remain the same as the year before unless otherwise changed. The Board shall also approve reimbursement for reasonable expenses made on behalf of the Board.

ARTICLE IV

Seal and Symbol of Certified Fire Protection Specialist

Section 4.1 - Seal & Symbol

The specific design of the CFPS symbol shall be as adopted by the Board shall be registered as a trademark in the United States.

ARTICLE V
Amendments to the Bylaws

SECTION 5.1 - Procedure

Section 5.1.1 - Amendments to these By-laws must be submitted to the Secretary/Treasurer in writing, who will forward it to the By-Law Committee. The By-Laws Committee shall make a recommendation to the Board within sixty (60) days for action.

Section 5.1.2 – Changes to the By-Laws require a 3/4 majority vote of the full Board.

ARTICLE VI
Transition Rule

Section 6.1 - These amendments to the Bylaws of the Certified Fire Protection Specialist Board shall take effect upon adoption pursuant to the procedures in Section VII of the existing bylaws and shall be considered a complete revision of such existing bylaws. Except as hereinafter provided, the existing bylaws shall be of no further effect upon adoption hereof. The membership of the Board at the time of adoption shall constitute and be empowered as the initial Board.

Following the 2009 election and in order to provide for the staggering of terms as set forth in section 2.2.2, the Board shall divide itself into three classes, class one, class two and class three, at the first Annual Meeting of the Board subsequent to adoption. Members of class one shall serve until the next Annual Meeting and thereafter be eligible for two full terms, as set forth in section 2 .2. Members of class two shall serve until the second Annual Meeting, and thereafter be eligible for two full terms, as set forth in section 2.2. Members of class three shall serve until the third annual Meeting and shall thereafter be eligible for one full term.

After the third Annual Meeting subsequent to adoption, all members of the Board shall serve for terms of three years in accordance with section 2.2.1, elections for which shall be staggered in accordance with section 2.2 .2 .

Proposed:	03 June 08
Approved by By-Law Committee:	03 June 08
Legal Review:	10 July 08

Approved by Board of Directors:
Approved by Certificate Holders:

21 August 08
19 September 08



Attest:

Greg Haley, Chairman

Bruce Clarke, Secretary