

Massachusetts Fire District 7 Mutual Aid Association, Inc.
By-Laws
April 12, 2017

ARTICLE 1 – DISTRICT 7

Article 1, Section 1. **Name.**

This organization is established pursuant to Massachusetts General Laws and shall be known herein as **Massachusetts Fire District 7 Mutual Aid Association, Inc.**

Article 1, Section 2. **Purpose.**

The purpose of Massachusetts Fire District 7 Mutual Aid Association, Inc. shall be:

- To institute, provide, plan, and carry out fundraising activities and to solicit donations and public and private grants for the support of firefighting related programs, services, projects, and other items not otherwise provided by member communities of Massachusetts Fire District 7, those presently being:

Auburn	North Brookfield
Blackstone	Oxford
Brookfield	Southbridge
Charlton	Spencer
Douglas	Sturbridge
Dudley	Sutton
East Brookfield	Upton
Grafton	Uxbridge
Leicester	Warren
Mendon	Webster
Millbury	West Brookfield
Millville	Worcester
Northbridge	

- To promote community awareness and to perpetuate the well-being and positive public image of fire departments and the fire service including, without limitation: educational and training programs, innovative public safety initiatives and other related activities in those member communities of Massachusetts Fire District 7 and associate communities from time to time.
- To engage generally in any activity which may carefully be carried out by a corporation which is organized under Chapter 180 of the Massachusetts General Laws and which is exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code, as in effect or as amended from time to time.
- To interface with existing Civil Defense (M.E.M.A.) and provide its Fire Mobilization.

Article 1, Section 2a.

- To provide Fire Service mutual aid assistance in the District 7 area.
- To provide coordination of all Fire Service mutual aid activities in the area.
- To provide overall planning for coordinated activities in times of emergencies and disasters.
- To provide for the common functions for the good of the Fire Service area served, including but not limited to:
 - Collective purchasing;
 - Group training;

- Common maintenance;
- Coordinated communications;
- Common insurance;
- Seminars for the exchange of ideas;
- Fire prevention and education.

Article 1, Section 3. **Office.**

An office shall be established within Massachusetts Fire District 7. (The present office is located at Auburn Fire Headquarters, 47 Auburn Street, Auburn, MA 01501.)

Article 1, Section 4. **Membership.**

The Head of the Fire Department, as defined in Chapter 148, Section 1 of the following fire departments shall be members of **Massachusetts Fire District 7 Mutual Aid Association, Inc.** hereafter known as **District 7:**

Auburn, Blackstone, Brookfield, Charlton, Douglas, Dudley, East Brookfield, Grafton, Leicester, Mendon, Millbury, Millville, Northbridge, North Brookfield, Oxford, Southbridge, Spencer, Sturbridge, Sutton, Upton, Uxbridge, Warren, Webster, West Brookfield, and Worcester.

The Head of the respective Fire Departments may appoint one (1) delegate from within their department to represent them at meetings. Said delegate so appointed will have full authority and voting rights at such meetings. Delegate contact information shall be transmitted to the Chairman and Secretary for inclusion on the Master Information List.

Article I, Section 5. **Code of Ethics.** (Adopted April 25, 2013 at Upton Fire)

We shall be dedicated to the concepts of effective fire protection by responsible fire chiefs and we believe that professional management is essential to the achievement of that objective. We pledge ourselves to advance the science of fire science through training courses and other methods to meet the proper requirements of our profession.

We recognize that the most important function of local fire departments is to best serve the interests of the community.

We shall be dedicated to the highest ideals of personal character, honor, and integrity in all public and personal relationships in order that fire chiefs may merit the respect and confidence of the community.

We shall refrain from participating in any local election of the members of the employing executive body and from all political activities which may impair our performance as professional administrators.

We shall handle all matters in our best judgment so that fairness and impartiality govern our decisions.

We shall observe all of the provisions of the Constitution of the United States, the laws of the Commonwealth of Massachusetts, and all applicable local statutes.

We shall make known the risks to be anticipated, should the fire chief's professional recommendations be disregarded by others.

We shall recognize the professional competence and the mutual dependence of all fire chiefs and we pledge cooperation to those professionals and agencies concerned with the improvement of fire protection.

We shall never intentionally injure or embarrass the reputation or position of another chief. We shall strive to protect and maintain the integrity of the fire service and our fellow chiefs.

ARTICLE II – OFFICERS

Article II, Section 1. **Number.**

The Officers of Massachusetts Fire District 7 Mutual Aid Association, Inc. shall consist of a Chairman, Vice Chairman, Secretary, and Treasurer.

Article II, Section 2. **Term.**

The Officers shall hold office from the monthly meeting in September for a period of two (2) years, or until their successors have been duly elected and qualified. The officers shall remain active Chiefs and remain active through their term. If retirement or resignation occurs, they shall step down as an officer and turn over all records of such office to their successor.

Article II, Section 3. **Nominating Committee.**

At least sixty (60) days prior to the September meeting or prior to any meeting called for the purpose of electing Officers, the Chairman shall appoint a Nominating Committee of three (3) members, none of whom shall be an Officer of District 7. The Nominating Committee shall hold office for one (1) full term. The Chairman shall advise the membership of his appointments to the Nominating Committee. The members of the Nominating Committee shall elect their own Chairman. The Chairman of the Nominating Committee shall start accepting nominations for the positions of Chairman, Vice Chairman, Secretary, and Treasurer as soon as the District has been advised of the creation of the Nominating Committee. Recommendations made to the Nominating Committee may only come from voting members of District 7, either the Chief of the Department or their delegate, and can be received via email, phone call, or US Mail. It shall be the responsibility of the Nominating Committee Chairman to nominate candidates for Chairman, Vice Chairman, Secretary, and Treasurer. The Chair of the Nominating Committee shall advise all parties nominated and gauge their interest in being on the ballot at least fifteen (15) days prior to the September meeting. Any nominee can accept or withdraw the nomination. The report of the Nominating Committee shall be sent to the Secretary fifteen (15) days prior to the September meeting, or any meeting called for the purpose of electing officers. The Secretary shall send the report of the Nominating Committee to each member of District 7 at least ten (10) days prior to the September meeting, or any meeting called for the purpose of electing officers. At the September meeting, or any meeting called for the purpose of electing officers, the Nomination Committee Chairman shall obtain a vote from only the voting members at the meeting for the positions of Chairman, Vice Chairman, Secretary, and Treasurer from each community present. Voting shall be done by secret ballot. Once the vote has been accepted by the body, the ballots shall be destroyed by the Nominating Committee.

Article II, Section 4. **Election of Officers.**

The Officers of Massachusetts Fire District 7 Mutual Aid Association, Inc. shall be elected by a majority of the members present and voting at the September meeting or any meeting called for the purpose of electing officers.

Article II, Section 5. **Vacancies.**

If any office shall become vacant for any reason, an election to fill that office shall be held at the next regular or special meeting of Massachusetts Fire District 7 Mutual Aid Association, Inc., subject to the procedures of Section 3 of this Article. Any Officer so elected shall complete the unexpired term of the officer succeeded.

Article II, Section 6. **Chairman.**

The Chairman shall serve as the Chief Officer of Massachusetts Fire District 7 Mutual Aid Association, Inc. and Chairman of the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors, and shall have the right to vote. He/she is authorized to appoint members to all committees consistent with the requirements of Massachusetts Fire District 7 Mutual Aid Association, Inc. He/she shall perform such other duties as are incidental to his/her office or may be required of him/her by Massachusetts Fire District 7 Mutual Aid Association, Inc. The Chairman shall be a member of all committees of Massachusetts Fire District 7 Mutual Aid Association, Inc. ex-officio.

Article II, Section 7. **Vice Chairman.**

The Vice Chairman shall serve as an Officer of Massachusetts Fire District 7 Mutual Aid Association, Inc. and be a voting members of the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors. The Vice Chairman shall preside in the absence of the Chairman and shall perform such duties as are incidental to this office and required by Massachusetts Fire District 7 Mutual Aid Association, Inc.

Article II, Section 8. **Secretary.**

The Secretary of Massachusetts Fire District 7 Mutual Aid Association, Inc. shall also serve as a member of the Board of Directors and be the Secretary of the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors. The Secretary shall keep and preserve all minutes of Massachusetts Fire District 7 Mutual Aid Association, Inc. meetings, the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors meetings, and shall keep and preserve all resolutions, transactions, findings, and determinations of Massachusetts Fire District 7 Mutual Aid Association, Inc. and the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors. The Secretary shall preside in the absence of the Chairman and Vice Chairman and shall perform such duties as are incidental to this office and required by Massachusetts Fire District 7 Mutual Aid Association, Inc.

Article II, Section 9. **Treasurer.**

The Treasurer shall keep and preserve all financial records for Massachusetts Fire District 7 Mutual Aid Association, Inc. and shall act as Chairman of the Budget Committee. He/she shall present the financial report at each regular meeting and shall be responsible for the performance of an annual audit, the results of which shall be presented at the annual meeting. He/she shall perform such duties as are incidental to this office and required by Massachusetts Fire District 7 Mutual Aid Association, Inc. The Treasurer of Massachusetts Fire District 7 Mutual Aid Association, Inc. shall also serve on the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors. They shall preside in absence of the Chairman, Vice Chairman, and Secretary and shall perform such duties as are incidental to this office and required by Massachusetts Fire District 7 Mutual Aid Association, Inc.

ARTICLE III – MEETINGS OF DISTRICT 7

Article III, Section 1. **Regular Meetings.**

Regular meetings of Massachusetts Fire District Mutual Aid Association, Inc. shall be held monthly on the fourth Thursday of each month, and at such other times as may be required. The annual meeting shall be held in the month of September. The November and December meetings will be a combined meeting that will held on the first Thursday of the month in December.

The General membership may vote to change the regular meeting day to a date other than the fourth Thursday of the month due to scheduling conflicts or for the convenience of the majority of the members.

Article III, Section 2. **Special Meetings.**

Special meetings may be called at any time by the Chairman or by the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors. Special meetings shall also be called on written request by three (3) or more members of District 7.

Article III, Section 3. **Notice of Meetings.**

Each member of Massachusetts Fire District 7 Mutual Aid Association, Inc. shall be given at least ten (10) days' notice of the time, place, and proposed agenda for each meeting.

Article III, Section 4. **Quorum.**

A majority of the voting communities of District 7 shall constitute a quorum. A quorum will be based on half plus one at any meeting. In the absence of a quorum, a lesser number can adjourn meetings. If a quorum is not available to open a meeting, the only action that can take place is a general discussion that cannot result in any official voting or money spent.

Article III, Section 5. **Voting.**

Each member town present at a meeting shall have one (1) vote, either the Chief of the Department or their delegate. A majority of those present and voting is required for the adoption of any motion or resolution, except for the amendment of these By-Laws, which is covered under Article VII. Each Officer of Massachusetts Fire District 7 Mutual Aid Association, Inc. shall have one (1) vote independent of the community they represent.

Article III, Section 6. **Conduct of Meetings.**

Except as otherwise required by these By-Laws, all meetings, both Board of Directors and full membership, shall be in accordance with the latest revised edition of Robert's Rules of Order.

ARTICLE IV – BOARD OF DIRECTORS

Article IV, Section 1. **Duties, Responsibilities, and Powers.**

The Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors shall act as the advisory committee for the operation of Massachusetts Fire District 7 Mutual Aid Association, Inc. and shall assume the duties and responsibilities and conduct business for the betterment of the Fire District.

Article IV, Section 2. **Election of District 7 Board of Directors**

The District 7 Board of Directors shall be appointed by the Chairman at the October meeting after the September annual meeting. The District 7 Board of Directors will be comprised of the following members: The four (4) Massachusetts Fire District 7 Mutual Aid Association, Inc. Officers; representation from each of the five (5) strike team areas (East 1, East 2, Central, West 1, and West 2) and the Worcester Fire Chief; D-7 FCAM Representative; D-7 Control Point; D-7 Mobilization Coordinator; and D-7 Homeland Security Council Representative.

Article IV, Section 3. **Vacancies.**

If any member of the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors can no longer serve, his/her replacement shall be appointed in the same manner and under the same conditions as provided in Section 2 of this Article at the next regular meeting of Massachusetts Fire District 7 Mutual Aid Association, Inc.

Article IV, Section 4. **Regular Meetings.**

The Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors shall meet monthly, or at the call of the Chairman if needed. The Board of Directors will conduct all business in the best interest of the full district. A full report of all business transactions shall be given at the next meeting of the full district.

Article IV, Section 5. **Special Meetings.**

Special meetings may be called at any time by the Chairman. Special meetings may also be called upon written notice therefore by three (3) or more members of the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors.

Article IV, Section 6. **Notice of Meetings.**

Each member of the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors shall be given at least ten (10) days' notice of the time, place, and purpose and proposed agenda for each meeting except for emergency meetings for which this section may be waived.

Article IV, Section 7. **Quorum.**

The majority of members of the Massachusetts Fire District 7 Mutual Aid Association, Inc. Board of Directors shall constitute a quorum at any meeting. In the absence of a quorum, a lesser number can adjourn a meeting.

Article IV, Section 8. **Voting.**

Each Board of Directors member present at a meeting shall have one (1) vote. A majority of those communities present and voting in the affirmative is required for the adoption of any motion or resolution.

ARTICLE V – FINANCIAL

Article V, Section 1. **Fiscal Year.**

The fiscal year of Massachusetts Fire District 7 Mutual Aid Association, Inc. shall be from July 1 to June 30.

Article V, Section 2. **Assessments.**

Each member community shall be assessed a sum of money per year for the operation of Massachusetts Fire District 7 Mutual Aid Association, Inc. The amount of the annual assessment shall be determined by a recommendation of the Board of Directors. Approval of the assessment will be by majority vote of the membership at the November meeting. The assessment is listed in Appendix “A”. The Treasurer shall bill each community during the month of July with payment due by November 30 each year.

Article V, Section 3. **Budget.**

The Board of Directors shall prepare a budget of expenditures for each fiscal year, and said budget shall be submitted for approval to the membership at full membership meeting in May.

Article V, Section 4. **Disbursement of Funds.**

Funds of Massachusetts Fire District 7 Mutual Aid Association, Inc. will be held in an account established for this purpose by the Treasurer and approved by the Board of Directors. Disbursement of funds will be by voucher approved as follows:

- A. Budget Items – Signature of Treasurer;
- B. Non-Budget Items – Signature of the Secretary and Treasurer, and co-endorsed by an Officer of Massachusetts Fire District 7 Mutual Aid Association, Inc. for sums up to \$300.00. Sums over \$300.00 by not more than \$2,000.00 require approval of the Board of Directors at their next regular meeting. Sums over \$2,000.00 require a vote of the full body at a scheduled meeting.

Article V, Section 5. **Annual Report.**

An annual report outlining the activities for the year and containing the year and fiscal report shall be prepared and distributed to the members no later than August following each year’s end.

ARTICLE VI – NEW MEMBER COMMUNITIES

Article VI, Section 1. **New Membership.**

New communities will be considered for membership. Approval for membership requires a two-thirds (2/3) vote of the membership of Massachusetts Fire District 7 Mutual Aid Association, Inc. at a regular meeting, approval from the State Fire District Coordinator, and approval of the Massachusetts Emergency Management Association (“MEMA”). They must move from their district to District 7.

ARTICLE VII – AMENDMENTS

Article VII, Section 1. **Amendments.**

These By-Laws may be amended at any regular meeting of Massachusetts Fire District 7 Mutual Aid Association, Inc. or at any special meeting called in accordance with these By-Laws for that purpose. The Chairman shall provide a copy of the proposed amendment(s) of change(s) to these By-Laws at least ten (10) days prior to the date of the meeting. Amendment(s) of these By-Laws require a two-thirds (2/3) vote of the Massachusetts Fire District 7 Mutual Aid Association, Inc. present and voting.

APPENDIX A

DUES

\$1,000.00 for all District 7 member towns

APPENDIX B

DISTRICT 7 BOARD OF DIRECTORS

CHAIRMAN	Stephen Coleman - Auburn
VICE CHAIRMAN	Robert Parsons - Spencer
SECRETARY	Mark DiFronzo - Southbridge
TREASURER	William Kessler - Uxbridge
EAST 1	Matthew Belsito - Sutton
EAST 2	Kent Vinson - Douglas
CENTRAL	Robert Wilson - Leicester
WEST 1	Robert Parsons - Spencer
WEST 2	Mark DiFronzo - Southbridge
WORCESTER	Michael Lavoie - Worcester
FCAM REPRESENTATIVE	Charles Cloutier - Charlton
STATE MOBILIZATION	Robert Wilson - Leicester
CONTROL POINT	Mark DiFronzo - Southbridge
HOMELAND SECURITY COUNCIL	Dean Kochanowski – Dudley