

Bylaws of the Montgomery County First Responders Association

Article I – Association

Section 1. Legal

- a) Name: The name of the organization shall be **Montgomery County First Responders Association** or **MCFRA**, formerly known as Clarksville Citizens Police Academy Alumni Association (Clarksville CPAA), and hereinafter referred to as the “Association”.
- b) Address: The Association’s mailing address is **P.O. Box 120, Clarksville, TN 37041**.
- c) EIN: The Employer Identification Number for the Association is **26-1493606**.
- d) Non-Profit Status: The Association is organized under the Tennessee Non-Profit Corporation Act, Title 48 as amended, and qualifies as a tax-exempt entity under section 501(c)(3) of the Internal Revenue Code.
- e) Non-Discrimination Clause: The Association shall not discriminate on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, veteran status, or any other protected class in any of its policies, procedures, or practices.

Article II – Purpose

Section 1. Association

- a) Purpose: The Association shall be organized and operated exclusively for charitable, educational advocacy, and volunteer service purposes to support and assist all local first responders of Clarksville and Montgomery County, Tennessee, to include:
 - i. Clarksville Police Department
 - ii. Clarksville Fire Rescue
 - iii. Montgomery County Sheriff’s Office
 - iv. Montgomery County EMS
 - v. Montgomery County Fire Service
 - vi. Clarksville-Montgomery County E-911 Center & Dispatch
 - vii. Montgomery County Emergency Management Agency
 - viii. Other (as approved by the Association)
- b) Mission: The mission of the Montgomery County First Responders Association is to support, advocate for, and empower our community's first responders by providing essential resources, fostering positive relationships with the public, and promoting their safety and well-being. We are committed to honoring their service and ensuring they have the tools and support needed to protect and serve our community.

Article III – Membership

Section 1. Requirements

- a) Eligibility: Any individual that resides in Montgomery County, Tennessee at least 18 years of age, with no active or pending litigation against any of the organizations the Association supports, and that supports the mission and objectives of the Association may become a member upon completion of an application and payment of the annual dues.

- b) Dues: Membership dues shall be \$30.00 per year per person, payable in December for the upcoming year. The membership period shall run from January 1 to December 31 each year.
- c) Voting Rights: Each member in good standing shall have a vote on all matters presented at business meetings. Voting will occur in person or allowed electronically as determined by the Board if members are unable to attend. The President shall only vote in the event of a tie at regular meetings.
- d) Apparel: Each member shall purchase at least one (1) polo shirt with the Association logo embroidered on it to be worn at Association events and functions. Approved colors are black, white, gray, red, navy blue, and tan.
- e) Termination of Regular Membership: Membership shall terminate upon the non-payment of annual dues, upon voluntary resignation, or for conduct deemed inappropriate by the Board.
 - i. For conduct deemed inappropriate, a vote will be taken only after the member is notified and given the opportunity to come before the Board to show just cause why they should not be removed.
 - ii. Should the Board vote for removal, the member shall have the opportunity for an appeal to the Association at the next regularly scheduled meeting.
 - iii. Unless the membership shall, by three-fourths (3/4) vote of members in attendance, overrule the decision of the Board, the removal vote will be final.

Article IV – Meetings

Section 1. Schedules

- a) Annual Meeting: An annual meeting of the Association shall be held in December, at which time elections for the Board of Directors will be conducted.
- b) Business Meetings: Regular business meetings of the Association shall be held monthly and regular business meetings of the Board at least quarterly.
- c) Special Meetings: May be called by the President, by three-fourths (3/4) of the Board, or in writing by 10% of the membership in good standing by request to the Secretary and Membership Coordinator for information. A minimum of 48-hour notice is required and must be submitted by email to all members with the following information:
 - i. The name(s) of those requesting the meeting
 - ii. The time and location of the meeting
 - iii. The issue or topic to be discussed in brief detail
 - iv. The requesting member(s) must be in attendance and quorum rules apply

Section 2. Process

- a) Voting: All decisions of the Association shall be by majority vote of members present and voting, unless otherwise provided by these Bylaws.
- b) Quorum: A quorum for conducting business at any meeting shall consist of either 10% of the membership in good standing, or two-thirds (2/3) of the Board of Directors if membership quorum cannot be reached.

Section 3. Attendance

- a) Members: All members in good standing are able to attend meetings in person or may be allowed electronically by the Board to attend if unable to make the specified meeting.

Article V – Governance

Section 1. Structure

- a) Composition: The governing body of the Association shall be a Board of Directors and consist of the President, Vice President, Secretary, Treasurer, and At Large.
- b) Selection: A Nominating Committee shall be formed to accept nominations and comprise a list of candidates for every position that may become available, prior to the December meeting.
 - i. The Nominating Committee shall prepare a paper ballot, by position, for voting by all members in good standing at the December business meeting.
 - ii. Nominees shall be members in good standing and available for the full term of office.
 - iii. All elections will require a simple majority of members present for selection.

Section 2. Board of Directors

- a) President.
 - i. Serves as the spokesperson and Chief Executive Officer of the Association.
 - ii. Shall preside at all meetings and prepare agenda items to be reviewed and voted on.
 - iii. Shall have the power to convene special meetings as needed.
 - iv. Shall co-sign all financial instruments, business contracts, and any other item that infers a legal obligation involving the Association.
 - v. Shall prepare an annual budget with the Treasurer and present for approval at the December business meeting.
 - vi. May establish special committees and appoint a chairperson to any committee.
 - vii. May serve as an ex-officio member on any standing or special committee.
 - viii. Shall represent the Association in all efforts to gain support, financial assistance, and publicity with any business, organization, or government entity to carry out its mission.
 - ix. Shall ensure that all Association resolutions, policies, and Bylaws are implemented.
 - x. May call on other Board members to assist on projects as needed.
- b) Vice President.
 - i. Shall assist the President and assume the duties of President in the event of their absence.
 - ii. Shall attend all membership and Board meetings.
 - iii. Shall perform other duties as requested by the President and/or Board.
- c) Secretary.
 - i. Shall keep minutes for all business and Board meetings, to include members in attendance, discussion on action items, and voting results.
 - ii. Shall conduct and record attendance for Board members at all meetings. Absences shall be noted in the meeting minutes.
 - iii. Shall work with the President in notifying Board members of any potential violations of attendance requirements.
 - iv. Shall serve as the custodian of all Association correspondence.
 - v. Shall provide the President with a copy of the previous meeting minutes no later than seven (7) days prior to the next meeting for those minutes to be approved.
 - vi. Shall, upon request, provide members with a copy of the previous meeting minutes and upcoming agenda.
 - vii. Shall be second in line to assume the duties of President in the event of the President and Vice President's absence.

- viii. Shall perform any other duties as requested by the President and/or Board.
- d) Treasurer.
- i. Shall serve as the custodian of all Association funds.
 - ii. Shall prepare and maintain financial reports to be presented at every meeting for approval.
 - iii. Shall provide the President with a copy of the current financial report no later than four (4) days prior to the next meeting for the report to be approved.
 - iv. Shall co-sign all financial instruments, business contracts, and any other items that infer a legal obligation involving the Association.
 - v. Shall be responsible for filing all certificates and reports as required by statute with the IRS, State of Tennessee, and any other federal, state, or local agency in a timely manner.
 - vi. Shall assist the President in preparing an annual budget to be presented for approval at the December business meeting.
 - vii. Shall prepare or assist in any cost analysis of proposed projects.
 - viii. Shall serve as a member of all committees that will require Association funds.
 - ix. Shall be third in line to assume the duties of President in the event of the President, Vice President, and Secretary's absence.
 - x. Shall keep the books of the Association in good order at all times, ready for inspection by members, auditors, and government agencies at any time and without notice.
 - xi. Shall perform other duties as requested by the President and/or Board.
- e) At Large.
- i. Shall attend all business meetings.
 - ii. Shall serve as Secretary in the event of their absence at business meetings.
 - iii. Shall serve as chair of at least one (1) committee and serve in any capacity on at least two (2) other committees.
 - iv. Shall assist in recruiting and engaging members to support the Association's mission.
 - v. Shall assist with the Association's website and serve as an admin on all social media pages.
 - vi. Shall provide support and guidance to the President and other Board members.
 - vii. Shall perform other duties as requested by the President and/or Board.

Section 3. Service

- a) Term: Board members shall be elected by members in good standing to serve a term of one (1) year.
- b) Term: Board members shall be elected at the December meeting to take effect January 1.
- c) Term: There shall be no term limits.
- d) Vacancy: If a vacancy occurs, that position will be filled by a vote of the membership at the next regularly scheduled meeting.
- e) Vacancy: If the position of President is vacated, the Vice President will assume the position of President until the next regularly scheduled meeting, where all members in good standing shall elect a new President (and/or Vice President, if applicable).

Section 4. Removal of Board Members

- a) Missed Meetings:
 - i. Board members may miss two (2) consecutive meetings, or three (3) total meetings within a 12-month period and remain in good standing in their positions.

- ii. If a member misses the maximum number of meetings allowed, the President and/or Secretary will attempt to contact that member by mail, e-mail, and phone to notify that another missed meeting will result in automatic dismissal from their position.
- iii. A Board member dismissed by this method may reapply to be elected after one (1) year of membership in good standing.

b) For Cause- Criminal:

- i. The Board will remove any member who is arrested on charges that result in jail time or convicted on issues related to felony charges, from membership immediately upon receipt and validation of such information from law enforcement.

c) For Cause- Other:

- i. Board members that do not abide by the Bylaws and operating policies of the Association, cause continuous disruptions to meetings, act in a threatening manner to other members, or use their position in other venues in an unethical manner that reflects poorly on the image of the Association may be removed by a 2/3 vote of the Board.
- ii. The vote will be taken only after the member is notified and given the opportunity to come before the Board to show just cause why they should not be removed.
- iii. Should the Board vote for removal, the member shall have the opportunity to appeal to the entire membership at the next regularly scheduled meeting.
- iv. Unless the membership shall, by three-fourths (3/4) vote of members in attendance, overrule the decision of the Board, the removal vote will be final.

Article VI – Committees

Section 1. Establishment

- a) Member: The President and/or Board may establish permanent standing committees to assist with tasks such as fundraising, finance, event planning, public relations, agency relations, membership, etc. The chairperson for each committee shall be appointed by the President and/or Board.
- b) Member Special: The President and/or Board may also establish special ad-hoc committees to assist with a specific purpose for a temporary period of time, such as audit, nominating, for a specific event, etc. The chairperson for each committee shall be appointed by the President and/or Board.

Article VII – Advisory Members

Section 1. Composition

- a) Advisory Members: Shall consist of one (1) liaison from each of the following organizations: Clarksville Police Department, Clarksville Fire Rescue, Montgomery County Sheriff's Office, Montgomery County EMS, Montgomery County Fire Service, Clarksville-Montgomery County E-911 Center & Dispatch, Montgomery County Emergency Management Agency, and may include any other public not-for-profit first response agencies in Clarksville, Montgomery County, Tennessee.
- b) Role: Advisory members serve as non-voting representatives, providing advice and guidance to the Board regarding the needs and concerns of their respective agencies.

Article VIII – Finances

Section 1. Management

- a) Banking: The funds of the Association shall be kept in a bank account under the Association's name. The Treasurer and President shall be authorized signatories and hold a debit card.
- b) Fiscal Year: The fiscal year of the Association shall run from January 1 to December 31.
- c) Financial Reports: The Treasurer shall prepare and present financial reports for approval at each meeting and an annual budget for approval each December.
- d) Oversight: The Board shall oversee an annual audit of the Association's financial records, to be completed by February 15th for the previous fiscal year.

Section 2. Allocation

- a) Regular Use: All funds received by the Association shall be used to support its mission and purpose.
- b) Regular Use: No part of the Association's funds shall be used for the benefit of any individual.
- c) Regular Use: All expenditures shall be approved by the membership.
- d) Emergency Use: The Board may approve use of Association funds in the event of an emergency.
- e) Emergency Use: In the event of the death of any first responder, their spouse, or minor child, the Association will provide an amount not to exceed \$125.00 unless a higher amount is approved by the membership.

Article IX– Amendments

Section 1. Requirements

- a) Amendments: These Bylaws may be amended by a two-thirds (2/3) vote of members present at any business meeting, provided the proposed amendments have been submitted to the Secretary and all members notified at least fourteen (14) days prior to the intended action.

Article X – Parliamentary Authority

Section 1. Roberts Rules

- a) Procedures: The latest version of Roberts Rules of Order will be used for parliamentary procedures not provided within the Bylaws of the Association.

Article XI – Dissolution

Section 1. Requirements

- a) A vote to dissolve the Association may occur at any business meeting, provided the proposal is submitted to the Secretary and all members are notified at least fourteen (14) days prior and shall require an affirmative vote of seven-eighths (7/8) of the entire membership and three-fourths (3/4) of the Board.
- b) In the event of dissolution, any remaining assets after the payment of all obligations shall be distributed to one or more local nonprofit organizations as determined by the membership.

I certify these Bylaws have been reviewed, updated, and approved by the required majority of the Association's membership and Board of Directors.

These Bylaws are adopted and in effect as of the 26th day of September, 20 24.

Signed: Lori Mason, Secretary

Date



09/26/2024

Signed: Joshua Beal, President

Date