

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
CH -	Certificate Holder
Executive Committee -	Includes the Chair, Vice-Chair, Secretary/Treasure, Executive Secretary (non-voting) and Immediate Past Chair.
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 and one (1) appointed member.

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

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 the following powers, duties and responsibilities:

- a. Meet, as necessary, to review the program, including administration, marketing and financial matters, and make recommendations to the 3rd party administrator concerning these matters. For these purposes, electronic meetings shall be acceptable,
- b. set criteria for the following matters:
 - 1) qualifications needed in order to be eligible to take the exam,
 - 2) passing grade,
 - 3) recertification criteria,
 4. administration and proctoring of the exam.
- c. 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.
- d. 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.

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. agree on the criteria, requirements and certifications issued under the program,
- f. approve and validate all exams and questions,
- g. determine the basis of the specific criteria necessary for the certification(s) awarded under the program,
- h. review and make recommendations regarding 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 -Except as established by these bylaws, 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. The Secretary/Treasurer shall keep complete minutes of all meetings and forward them to the 3rd party Administrator once approved. In the absence of the Chairman or Vice-Chairman, the Secretary/Treasurer shall preside at meetings of the Board.

Section 2.3.7- The remaining eight (8) Directors serving on the Board, will attend meetings, conduct business in accordance with these Bylaws, serve on and chair Committees as appointed by the Chairman, and shall report all progress of Committees on which they sit.

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.

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

Section 3.2.2 -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 3.2.3 -Committees will be established as deemed necessary by the Chairman, and members of all committees shall be appointed by the Chairman, with each Director assigned to at least one committee. The following will be standing committees of the Board:

- a. Nominating Committee of three (3) shall solicit nominations for the Board 90 days prior to the Annual Meeting; the election will subsequently follow with the results to be announced at the Annual Meeting.
- b. Examination Committee of at least three (3) and shall be responsible for overseeing the development and approval of examinations and questions contained therein.
- c. Bylaw Committee shall consist of three, (3) in addition to the Executive Secretary who will serve on this committee ex-officio. The committee shall submit recommendations to the Board of any proposed revisions submitted by the certificate holders, in accordance with the procedures outlined in Article VI. This committee shall evaluate the By-Laws annually and report to the Board the results of this evaluation. This report to take place at the Annual 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.

Section 4.2 - Phrase

The Phrase "Certified Fire Protection Specialist" shall also be registered in the Patent Office of the United States.

Section 4.3 - Use

The Board may authorize the use of the symbol, the phrase "Certified Fire Protection Specialist", and the initials "CFPS" by certificate holders only; provided such holder is currently possessing a valid certificate issued by the Board and/or the NFPA.

ARTICLE V

Renewal

Section 5.1 - Renewal

Continued certification shall be subject to annual renewal fees and to continued educational and/or professional activity within the fire protection field, as approved by the Board. It is the responsibility of the 3rd party administrator to notify every person holding a valid certificate of the criteria, and timetable, for renewal. Such notice shall be sent in advance of the expiration date.

Section 5.2 - Payment

Payment of the renewal fee is due on or before its expiration date. Payment after that date may require a Penalty fee to be set by the Board. After six (6) months have passed since expiration, neither renewal fee or penalty will be accepted; certification can then only be reaffirmed through reapplication and reexamination unless otherwise specified by the Board.

**ARTICLE VI
Amendments to the Bylaws**


SECTION 6.1 - Procedure

Section 6.1.1 - 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 6.1.2 – Changes to the By-Laws require a 3/4 majority vote of the full Board.

Proposed:	June 3, 2011
Approved by By-Law Committee:	June 9, 2011
Legal Review:	June 10, 2011
Approved by Board of Directors:	June 13, 2011

Attest: 
Bruce Clarke, Chairman


Nancy Makey, Secretary/Treasurer