

# **MVFEA BY-LAWS**



# Miami Valley Fire/EMS Alliance By-Laws

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## **I. Purpose**

The purpose of the Fire/EMS Alliance hereby established is to foster cooperation among the political subdivisions through the establishment of an organization which will promote programs and recommend matters which will result in more efficient methods of delivering fire, emergency medical and related services (hereinafter referred to as “Fire/EMS Services”) in the region and the doing of all things allowed by law to accomplish such purposes.

## **II. Form**

The Miami Valley Fire/EMS Alliance has been established as a Regional Council of Governments pursuant to the constitution and laws of Ohio, including, but not limited to, Chapter 167 of the Ohio Revised Code.

## **III. Membership**

Initial members shall be those political subdivisions which have signed an “Agreement for Participation in the Miami Valley Fire/EMS Alliance” and paid all current per capita fee assessments as of April 1, 1995. In the future, any political subdivision or Joint Fire District which desires to become a member of the Fire/EMS Alliance may become a member upon the terms and conditions prescribed by the Fire/EMS Alliance upon such terms and conditions as may be defined by the Alliance.

An Associate Member is a political subdivision located beyond the area defined by the Alliance Board as the Miami Valley and does not desire to use all of the resources available through the Fire/EMS Alliance. This membership status is dependent upon a favorable vote by the Executive Committee of the Alliance. Associate membership is subject to the terms and conditions as defined for such members by the Alliance Board.

Members may attend Board Meetings, belong to and participate as Standing Committee members, and any other function provided by the Alliance under the terms specified by the Executive Committee of the Alliance Board. Membership as an Associate does not provide Board membership and voting status.

An Affiliate Member is an organization not otherwise eligible for membership in the Alliance, or does not meet the membership criteria under this article of the By-Laws.



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This membership status is dependent upon a favorable vote of a majority of the Board representatives of the members of the Fire/EMS Alliance. Affiliate membership is subject to the terms and conditions as defined for such members by the Alliance Board. Affiliate members may attend Board Meetings, belong to and participate as Standing Committee members, and any other function provided by the Alliance under the terms specified by the Executive Committee of the Alliance Board. Membership as an Affiliate does not provide Board membership and voting status.

#### **IV. Organizational Structure**

The Administration of the Alliance shall be carried out by the:

- Alliance Board
- Executive Committee
- Executive Director
- Sponsoring Agency Chief of Ohio Task Force 1
- Program Manager of Ohio Task Force 1
- Various Committees

Ultimately authority of the Alliance shall be vested in a Fire/EMS Alliance Board, but many responsibilities as delegated by these By-Laws or specifically designated by subsequent Alliance Board action shall be delegated to the Executive Committee, Executive Director, specially designated personnel including but not limited to the Sponsoring Agency Chief and the Program Manager of Ohio Task Force 1 or any duly authorized committee.

The Sponsoring Agency Chief shall be an active or recently retired (or within two years at the time of appointment) full time employee of a Fire Department or Fire Division of a political subdivision which is a current member of the Miami Valley Fire/EMS Alliance.

#### **A. Alliance Board**

##### **1. Board Membership**

Each political subdivision that has paid the "per capita" fee assessed against it as set forth or has contractually paid the "per Capita" fee assessed against another political subdivision from which it receives Fire/EMS services may have one (1) delegate and one (1) alternate to the Fire/EMS Alliance Board who shall be appointed by the legislative authority of said political subdivision.



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The alternate may act in place of the delegate when absent. Any delegate or alternate shall serve at the pleasure of the legislative authority making the appointment. It is anticipated that both the delegate and alternate will be active participants in the activities of the Alliance. Inactive participants may be asked to improve their attendance and activity level or request that their legislative authority replace them on the Board.

### **2. Board Duties**

- a) Appoint or contract with Executive Director. Board action is also necessary to terminate the employment or contract of the Executive Director.
- b) Appoint the Executive Committee in accordance with these By-Laws.
- c) Adopt policy statements or standards as proposed by various committees, the Executive Committee or the Executive Director.
- d) Amend By-Laws.
- e) Adopt the Annual Budget and Work Program.
- f) Adopt an Annual Report, including a financial audit report, to member jurisdictions.
- g) Approve all expenditures in excess of \$15,000.

### **3. Board Meetings**

- a) General
  - i) The Alliance Board shall hold regular meetings a minimum of four (4) times per calendar year. The locations, dates, and times of these meetings shall be determined by the Chairman at the start of the fiscal year.
  - ii) At least one of the meetings shall be an Annual Meeting for the purpose of reviewing the financial condition and activities of the Alliance. This meeting shall be held during the fourth quarter of the year.



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iii) All meetings of the Alliance Board shall be held in accordance with the provisions of the Ohio Sunshine Law and Public Records Law, and the provisions thereof regarding notice and the conduct of meetings shall apply. The Alliance Board may call an Executive Session only for the discussion of such subjects as are permitted by the Ohio Sunshine Law, provided any final action thereon shall be taken in an open meeting.

iv) A copy of the agenda for each regular meeting shall be distributed to each delegate and alternate at least two (2) weeks prior to the holding of the regular meeting.

v) Special meetings may be called by the Chairman or by written request of 20% of the delegates to the Alliance Board upon receipt of notice, seventy-two (72) hours prior to the meeting to all delegates and alternates by letter, telephone or electronic communications. Said notice shall specify the purpose of the special meeting. Action may be taken at a special meeting only by majority vote of all Board delegates or alternates in the absence of the delegate.

### **B. Quorum**

A quorum shall be required for the holding of any regular or special meeting. A quorum shall consist of a majority of the delegates, or alternates in the absence of a delegate.

### **C. Voting**

1. Each member community to the Alliance shall be entitled to one (1) vote on each item under consideration. Voting shall be by delegates or alternates (in the absence of the delegate) present, and no proxy or in-absentia voting shall be permitted.
2. Any official action of the Alliance shall be by motion or written resolution and shall be passed by a majority vote of the delegates, or alternates in the absence of a delegate, present and entitled to vote with the exception of action taken at a special meeting which requires a majority vote of all member communities.
3. All action shall be taken by voice vote of the Alliance Board, however, a roll call vote shall be taken if the voice vote is not unanimous or upon the request of any member.



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### **D. Rules of Procedure**

The Alliance Board may establish rules of procedure, and when such rules are silent, Roberts Rules of Order shall apply.

### **E. Executive Committee**

#### **1. Executive Committee Membership**

At the first Alliance meeting after February 1, 1995, all delegates or their alternates shall select five (5) Executive Committee members from among the Alliance delegates. The delegates or their alternates shall divide into two groups: Full-time and Combination. The classification of delegates are as full-time or combination. Future questions as to what type of Fire/EMS department is maintained by any member shall be decided by the Alliance Board.

Delegates representing members who are provided Fire/EMS services by a combination of full-time, part-time employees and/or volunteers. This group will select three (3) Executive Committee members.

Delegates representing members who are provided Fire/EMS services by full-time employees. This group will select one (1) Executive Committee member.

The fifth Executive Committee member shall be the City of Dayton delegate. In the event that Dayton does not remain a member of the Alliance, this Executive Committee member shall be elected at large.

Upon selection of the five (5) Executive Committee members, the members of the Alliance shall reconvene and select a Chairperson and a Vice-Chairperson from the members of the Executive Committee.

All members of the Executive Committee shall serve a two-year term, except that the initial terms of one of the combination department representatives and the representative from the full-time departments shall end on January 31, 1996 and all other initial Executive Committee appointments shall end on January 31, 1997 to allow for the staggering of terms.



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Vacancies for any unexpired terms in any office or for the Executive Committee shall be filled at any regular or special meeting of the Alliance Board using the procedure above.

The Chairperson and Vice-Chairperson of the Alliance Board shall also serve as the Chairperson and Vice-Chairperson of the Executive Committee. The Executive Director and Sponsoring Agency Chief shall serve as ex-officio members of the Executive Committee.

### **2. Duties of Offices:**

- a) The Chairman shall preside at all meetings of the Alliance Board and Executive Committee, executes all agreements or resolutions, and does all things usually done by a chief executive officer of an organization.
- b) The Vice-Chairman shall become acquainted with the duties of the Chairman, preside at meetings of the Alliance Board in the absence of the Chairman and perform all duties as may be assigned to him/her by the Chairman.

### **3. Duties of the Executive Committee**

- a) Except where the By-Laws may require action to be authorized or taken by the Alliance Board, all authority of the Fire/EMS Alliance shall be exercised by or under the direction of the Executive Committee to implement the approved work program within the approved budget. Among other things, the Executive Committee may appoint and/or hire a Sponsoring Agency Chief and the Program manager of Ohio Task Force 1, and appoint other boards and committees and designate the duties of each; authorize the expenditure of funds; recommend the programs which the Fire/EMS Alliance will promote and do whatever may be necessary to fulfill the purpose of the Fire/EMS Alliance.
- b) The Executive Committee shall appoint standing committees, and such other committees as may be necessary, initially to carry out the purposes of the Alliance.
- c) The Executive Committee shall develop a recommendation regarding the selection of the Executive Director.



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- d) The Executive Committee shall periodically evaluate the performance of the Executive Director.
- e) The Executive Committee shall be authorized to make expenditures up to \$15,000 which are in conformance with the Alliance Budget and Work Program and involve matters not connected with operations of Ohio Task Force 1. Those expenditures in excess of \$15,000 or not in conformance with the Budget and Work Program require approval of the Alliance Board.

The Executive Committee shall be authorized to grant authority to (i) the Sponsoring Agency Chief to make regular and periodic expenditures of up to \$100,000; (ii) the Program Manager to make regular and periodic expenditures of up to \$75,000; and (iii) Grants Manager and Cache Managers to make regular and periodic expenditures up to \$25,000, provided all such expenditures are in conformance with the current Budget and Work Program of, and involve matters concerning, Ohio Task Force 1.

The Executive Committee shall be authorized to grant authority to the Sponsoring Agency Chief and/or the Program Manager to approve payments in excess of the \$75,000 or \$100,000 expenditure limits for reimbursement to Ohio Task Force 1 Participating Agencies for appropriately evidenced deployment related expenditures consistent with federal regulations and reimbursements guidelines under the terms of the Response Cooperative Agreement between the Alliance and Sponsoring Agency and the U.S. Department of Homeland Security.

All expenditures relating to operations of Ohio Task Force 1 in excess of the above listed limits require prior approval of the Executive Committee.

- f) Other duties and directions as specifically assigned by the Alliance Board.

#### **4. Executive Committee Meetings**

- a) The Executive Committee shall meet monthly subject to the needs of the Alliance. Additional meetings shall be called as necessary by the Chairman. Committee members shall be notified in writing or by electronic communication of the date, time, location and purpose of the meeting at least one (1) week prior to the meeting.



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- b) Each member of the Executive Committee shall be entitled to cast one (1) vote on matters coming before the Committee. At meetings at which a quorum is present, a majority of the votes cast shall constitute official action by the Committee.
- c) At all Executive Committee meetings, a quorum shall consist of three (3) committee members.
- d) All actions of the Executive Committee shall be reported to the Alliance at its next regular meeting.

### **5. Executive Director**

- a) The Alliance Board shall authorize the employment of an Executive Director and such other personnel as may be necessary to perform the work of the Alliance within the limits of the budget. The Executive Director shall be appointed by and serve at the pleasure of the Alliance Board.

### **6. Duties of the Executive Director**

- a) The Executive Director shall have charge of and manage the active operation of the Alliance; shall employ all personnel and supervise and control the work to be done by said personnel; shall keep active accounts of all property passing through the Executive Director's hands; shall be responsible for public relations and information; shall do and perform such other duties as may be assigned to or requested of the Executive Director by the Executive Committee.
- b) The Executive Director shall prepare and, upon approval by the Alliance Board, administer personnel policies, job classifications, and a salary plan for Alliance employees.
- c) The Executive Director shall serve as the Treasurer and Secretary to the Alliance Board and the Executive Committee. The Executive Director shall assure that minutes are recorded for all meetings of the Alliance Board and Executive Committee and shall see that such duties as the position entails are performed. The Executive Director shall be an ex-officio member of all committees.



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- d) The Executive Director, in consultation with the Executive Committee, shall prepare an Annual Budget and Work Program for the fiscal year beginning October 1 and submit it to the Alliance Board two (2) weeks prior to the third quarterly meeting for approval. The budget shall not include expenditures in excess of current revenues and available resources. Budget and Work Program revisions shall also be prepared by the Executive Director as necessary during the course of the fiscal year and submitted to the Alliance Board for approval.
- e) The Executive Director is authorized to enter into agreements and contracts for expenditures or disbursements in amounts of \$10,000 or less which are in conformance with the Budget and Work Program. Those in excess of \$10,000 and up to a maximum of \$15,000 shall be approved by the Executive Committee, prior to execution by the Executive Director. Expenditures in excess of \$15,000 involving non-Task Force matters require prior approval of the Alliance Board.
- f) The Executive Director may be called "Director" when necessary for purposes of grants and memberships.

### **7. Duties of the Sponsoring Agency Chief**

- a) The Sponsoring Agency Chief shall have charge of and manage the active operation of Ohio Task Force 1; shall coordinate with the Executive Director and Program Manager concerning the employment of all Ohio Task Force 1 personnel and supervise and control the work to be done by said personnel; shall coordinate with the Program Manager to keep active accounts of all property passing through the Sponsoring Agency Chief's and Program Manager's hands; shall coordinate with the Program Manager and be responsible for public relations and information; shall do and perform all other duties incident to the operation of Ohio Task Force 1; and perform such other duties as may be assigned to or requested of the Sponsoring Agency Chief by the Executive Committee.
- b) The Sponsoring Agency Chief in consultation and coordination with the Executive Director and Program Manager shall prepare and, upon approval by the Alliance Board and Executive Committee, administer personnel policies, job classifications, and a salary plan for Alliance employees working on Ohio Task Force 1 matters.



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- c) The Sponsoring Agency Chief shall assist the Executive Director in the performance of duties for the Executive Committee relating to Ohio Task Force 1.
- d) The Sponsoring Agency Chief, in consultation with the Executive Director, Program Manager and Executive Committee, shall prepare an Annual Work Program for Ohio Task Force 1 and develop a budget based on funding contractual amount and period of performance specified by FEMA and submit it to the Executive Committee for inclusion with the Alliance Budget and Work Program. The budget shall not include expenditures in excess of current revenues and available resources. Ohio Task Force 1 Budget and Work Program revisions shall also be prepared by the Sponsoring Agency Chief in consultation with the Executive Director as necessary during the course of the fiscal year and submitted to the Alliance Board for approval.
- e) The Sponsoring Agency Chief may be authorized by the Executive Committee to make regular and periodic expenditures of up to \$100,000 provided all such expenditures are in conformance with the current Budget and Work Program of, and involve matters concerning, Ohio Task Force 1.
- f) The Sponsoring Agency Chief may be authorized by the Executive Committee to approve payments in excess of \$100,000 for reimbursement to Ohio Task Force 1 Participating Agencies for appropriately evidenced deployment related expenditures consistent with federal regulations and reimbursement guidelines under the terms of the Response Cooperative Agreement between the Alliance as Sponsoring Agency and the U.S. Department of Homeland Security.
- g) All expenditures relating to operations of Ohio Task Force 1 in excess of the above listed limits require prior approval of the Executive Committee.

### **8. Duties of the Program Manager**

- a) The Program Manager shall report to the Sponsoring Agency Chief and shall assist in the management of the active operation of Ohio Task Force 1; shall coordinate with the Executive Director and Sponsoring Agency Chief concerning the employment of all Ohio Task Force 1 personnel and supervise and control the work to be done by



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said personnel; shall coordinate with the Sponsoring Agency Chief to keep active accounts of all property passing through the Program Manager's hands; shall coordinate with the Sponsoring Agency Chief and coordinate and be responsible for public relations and information; shall do and perform all other duties incident to the operation of Ohio Task Force 1; and perform such other duties as may be assigned to or requested by the Sponsoring Agency Chief, the Executive Director or the Executive Committee.

- b) The Program Manager in consultation and coordination with the Sponsoring Agency Chief and Executive Director shall assist in the preparation of, and, upon approval by the Executive Committee, administer personnel policies, job classifications, and a salary plan for Alliance employees working on Ohio Task Force 1 matters.
- c) The Program Manager shall assist the Sponsoring Agency Chief and Executive Director in the performance of duties for the Executive Committee.
- d) The Program Manager shall assist the Sponsoring Chief in the preparation of an Annual Work Program for Ohio Task Force 1 and assist in the development of a budget based on funding contractual amount and period of performance specified by FEMA for inclusion with the Alliance Budget and Work Program. The budget shall not include expenditures in excess of current revenues and available resources. Ohio Task Force 1 Budget and Work Program revisions shall also be recommended as needed to the Sponsoring Agency Chief in consultation with the Executive Director as necessary during the course of the fiscal year for submittal to the Alliance Board for approval.
- e) The Program Manager may be authorized by the Executive Committee to make regular and periodic expenditures of up to \$75,000 provided all such expenditures are in conformance with the current budget and Work Program of, and involve matters concerning, Ohio Task Force 1.
- f) The Program Manager may be authorized by the Executive Committee to approve payments in excess of the \$75,000 expenditure limit for reimbursement to Ohio Task Force 1 Participating Agencies for appropriately evidenced deployment related expenditures consistent with federal regulations and reimbursement guidelines under the terms of the Response Cooperative Agreement between



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the Alliance as Sponsoring Agency and the U.S. Department of Homeland Security.

- g) All expenditures relating to operations of Ohio Task Force 1 in excess of the above listed limits require prior approval of the Sponsoring Agency Chief and the Executive Committee.

### **F. Standing Committees**

Standing Committees as the Alliance Board deems necessary shall be established.

1. Each Committee shall develop a work program and a standard meeting time at their first meeting of each calendar year.
2. Standing committees shall develop policies and standards and studies which shall be reviewed and subject to adoption by the Alliance Board. Standing committees shall record minutes which shall be available.
3. Standing committees may establish workgroups to operate under their direction to accomplish specific tasks in support of the Standing Committees. Whenever possible, such workgroups shall be led by a member of the directing Standing Committee.

### **G. Ad Hoc Committees**

Ad hoc committees will meet as called by the chairman.

#### **1. Composition**

- a) The Executive Committee shall appoint the chairmen of these committees, who shall be Alliance delegates or alternates. Other committee members may be delegates, alternates or other persons from the community as designated by the Executive Committee.
- b) The Chairman of the Alliance Board and the Executive Director are ex-officio non-voting members of all committees.

#### **2. Quorum**

A quorum shall consist of a majority of the committee's members.



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### **H. Official Action**

A majority vote of those present and voting shall constitute official action by any committee, provided that a quorum is present.

### **I. Meetings – dates, locations, times**

The time and location of committee meetings shall be determined by the chairman of the committee in consultation with the Executive Director. The Chairman of the Alliance shall be informed of the time and place of all committee meetings.

### **V. Other Business**

#### **A. Books and Records**

The Alliance Board shall keep at its principal office, the records of its meetings, a complete list of the delegates and alternates and their addresses, and all books containing a record of its affairs and annual financial audits.

#### **B. Amendments**

Amendments to these by-laws may be made at any regular or special meeting, provided, however, that a copy of the proposed amendment has been furnished in writing to each delegate and alternate at least two (2) weeks prior to the meeting at which such amendment is to be acted upon. Amendments shall become effective upon receiving an affirmative vote of a majority of all eligible delegates or their alternates provided a quorum is present.

### **VI. Dissolution – see agreement**

***Approved Per Board Action Dated October 20, 2021.***

***Attest:***

Revised October 2021  
Adopted October 2021