



International Association of Fire Chiefs

Constitution, Bylaws and Resolutions Committee Teleconference 04 June 2020

Participants:

CBR Committee Members:

Lorrie Kalos, Chair
Charles Doody, Vice Chair (New England)
Timm Schabbel (At-large)
Chief David Pennington (At-Large)
Jon Townley (Eastern)
Kevin Dean (Canadian)
Michael Snider (Missouri Valley)
Jonathan Kanzigg (Southeastern)
Mark Correira (Western)

Staff: Jim Philipps

Not participating:

Andy Pless (Great Lakes)
Steve Mims (Southwestern)

Call to Order

The teleconference was called to order by Chief Kalos at 12:03 PM ET.

Approval of the Minutes

MOTION: 04 June 2020

Motion made by Dean, seconded by Correira, to approve the minutes of the February 22, 2020 committee meeting in Chantilly, Virginia.

Motion carried unanimously.

Agenda Items

1. **IAFC Business Meeting if FRI is canceled or postponed due to COVID-19**

The committee reviewed the IAFC attorney's opinion that under both New York State law and provisions in the IAFC Constitution and Bylaws, the association is permitted to hold its Business meeting *virtually* should it be postponed or canceled. Specifically:

Question: Can the IAFC hold a virtual conference to meet the annual conference requirement in Article VI,

Section 1?

Answer: Yes.

Article VI, Section 4 of the IAFC Constitution and Bylaws allows for a member to participate in a meeting by teleconference or web-conference, with advance approval by the Board, and such participation shall constitute presence at a meeting. Although teleconference or web-conference member meetings are not explicitly authorized by the N-PCL, as they are for directors, I think this authority in the Constitution in Bylaws is effective. Section 603(a) of the N-PCL allows that meeting of members may be held at such place, within or without NY, as may be fixed by or under the bylaws. Although the provision likely was drafted to allow for individual attendance by electronic means, I think it grants the Board authority to hold a virtual meeting. — *Anne K. Gerson, Esq., Venable LLP (via email to Acting CEO/executive director Rob Brown, March 23, 2020)*

The committee concerned with legal opinion as provided. Due to the current pandemic and stay-at-home orders across the country, questions have been raised in recent weeks by sections and divisions about whether conducting their business meetings *virtually* would be permitted should their in-person meetings be cancelled or postponed. The consensus of the committee is that, yes, the above legal opinion would apply to section and division meetings. In other words, even if section or division bylaws do not have specific verbiage to conduct business *virtually*, their operations fall under IAFC governance and therefore may conduct business *virtually*, if necessary, as long as they follow their bylaws and rules for conducting business accordingly.

2. **Voter Eligibility in Section Elections**

Questions have been raised in recent weeks about section member voter eligibility since the newest membership type, Basic members, are not addressed in any section bylaws.

MOTION: 04 June 2020

Motion made by Doody, seconded by Snider, for the committee to provide guidance and ask sections to review and update their voter eligibility criteria and submit their bylaws for review and approval.

Motion carried unanimously.

3. **Appointment of next CBR Committee Chair**

As per the Constitution and Bylaws—Article V, Section 4, Section 3, Subsection 2—the committee may recommend a candidate for chair to the president. On behalf of IAFC President Gary Ludwig, committee members were polled recently by IAFC executive operations staff inquiring who among the committee members were interested in being considered for the appointment upon the conclusion of Chief Kalos' term later this year. Kalos praised Doody for his service as vice chair of the committee and thanked him for stepping in to lead the committee at FRI 2019 when she was unable to attend.

MOTION: 04 June 2020

Motion made by Snider, seconded by Pennington, to recommend to IAFC President Gary Ludwig to appoint Chief Charles Doody, Canton

(Massachusetts) Fire Department and New England Division representative, as chair of the CBR Committee upon the conclusion of Chief Lorrie Kalos' term in August.

Motion carried unanimously.

Doody thanked committee members for their support. Correira, on behalf of the Western Division, thanked Kalos for her 12 years of service on the committee.

4. IAFC Updates

IAFC elections: Jim Philipps said the amendment to the Constitution and Bylaws (CBL) regarding 48-hour notice to submit amendments to the CBL from the floor of the Business meeting was passing overwhelmingly by membership. The vote closes June 5.

Fire-Rescue International: Shabbel confirmed that said a decision by the IAFC Board of Directors regarding whether to hold FRI in-person in Phoenix was coming in a week or two.

Meeting was adjourned 04 June 2020 at 12:30 PM ET.

###