



----- **BYLAWS** -----

Amended: 3 March 2025

TABLE OF CONTENTS

SECTION		PAGE
SECTION	1 NAME	1
SECTION	2 MANDATE	1
	2.1 FAMA Mandate	1
	2.2 Non-Profit Status	1
SECTION	3 MEMBERSHIP	1
	3.1 Classes of Membership	1
	3.2 Qualifications	1
	3.3 Applications for Membership	2
	3.4 Suspension; Expulsion	2
	3.5 Release of Rights Upon Termination	2
	3.6 Non-Discrimination	2
	3.7 Antitrust	2
SECTION	4 DUES AND ASSESSMENTS	3
	4.1 Generally	3
	4.2 Default	3
	4.3 Refunds	3
	4.4 Reinstatements	3
SECTION	5 MEETINGS	3
	5.1 General Membership Meetings	3
	5.1.1 Participation	3
	5.1.2 Guest	4
	5.1.3 Honorary Membership	4
	5.2 Special meetings	4
	5.3 Notice of General and Special Meetings	4
	5.4 Quorum	4
	5.5 Voting	4
	5.6 Order of Business	5
	5.7 Meeting by Telephone Other Electronic Means	5
SECTION	6 BOARD OF DIRECTORS AND OFFICERS	5
	6.1 Composition and Terms	5
	6.1.1 Executive Committee	5
	6.1.2 Officers	6
	6.1.3 Directors-At-Large	6
	6.2 Election of Officers and Directors at Large	6
	6.3 Duties of Officers and Directors	7
	6.3.1 President	7
	6.3.2 Vice President	7

		6.3.3 Treasurer	7
		6.3.4 Secretary	8
		6.3.5 Directors-At-Large	8
	6.4	Meetings of the Board	8
	6.5	Quorum	8
	6.6	Action Without a Meeting	8
	6.7	Vacancies	8
	6.8	Removal by Membership	9
	6.9	Removal by Board	9
SECTION	7	COMMITTEES	10
	7.1	Nominating Committee	10
	7.2	Standing Committees	10
	7.3	Quorum	11
	7.4	Vacancies, Change or Discharge	11
SECTION	8	LIMITATIONS ON LIABILITY OF DIRECTORS AND OFFICERS	11
SECTION	9	FISCAL YEAR	11
SECTION	10	ACCEPTANCE OF BYLAWS	11
SECTION	11	AMENDMENTS TO BYLAWS	11
SECTION	12	CORRESPONDENCE, COMMUNICATION, & REPRESENTATION	11
SECTION	13	DISSOLUTION	12

**BYLAWS OF THE
FIRE APPARATUS MANUFACTURERS' ASSOCIATION**

SECTION 1. NAME

The name of this organization shall be the **Fire Apparatus Manufacturers' Association ("FAMA")**.

SECTION 2. MANDATE

2.1 The mandate of **FAMA** shall be:

- To operate as a business league, as the term is used in Section 501(c) (6) of the Internal Revenue Code of 1954, as amended, for the improvement of business conditions in the fire apparatus and equipment industry;
- To promote the business interests of the industry;
- To promote the working relationships between the industry and
 - o end users of fire apparatus and equipment;
 - o component and accessory suppliers
 - o legislative, regulatory and standards writing organizations.
- To promote the common interests of fire apparatus and equipment manufacturers in the development and sale of safe and efficient products;
- To engage in any lawful activity consistent with the foregoing for which corporations may be organized under the Non-stock Corporation Act of the Commonwealth of Virginia.

2.2 Non-Profit Status: FAMA is a non-profit business league as provided under Section 501(c)(6) of the U.S. Internal Revenue Code of 1986, and FAMA shall manage and maintain its finances in compliance with the requirements of that provision.

SECTION 3. MEMBERSHIP

3.1 Classes of Membership. **FAMA** shall have one class of members.

3.2 Qualifications. Membership in **FAMA** shall be open to any business entity that, during the preceding 12 month period, using its own employees at its own facilities located in the United States or Canada, has manufactured for commercial resale any of the following products: (A) firefighting or fire protection apparatus,

including rescue vehicles and command vehicles intended for use in emergency service (collectively called “fire apparatus” herein); (B) components or products which are later incorporated by the fire apparatus manufacturer as a permanent part of the completed fire apparatus; or (C) products specifically designed for fire service applications that are affixed to, or carried upon, the fire apparatus for use in conjunction with the fire apparatus in performing its firefighting, rescue or command function. Examples of such products would include, without limitation, chassis, fire pumps, fire hoses, hose reels, ladders, aerial devices, apparatus valves and other water control appliances. For purposes of this section, the term “manufacture” means the construction or fabrication of a qualifying product from raw materials, or the assembly of a qualifying product using parts, components or sub-assemblies that are supplied by others.

3.3 Applications for Membership. All applications for membership shall be reviewed for approval or denial by a majority vote of the Board of Directors.

3.4 Suspension; Expulsion. For good cause (including but not limited to a violation of these Bylaws or for conduct prejudicial or detrimental to **FAMA**), as determined by the Board of Directors, a member may be suspended for a defined period or expelled. Failure to pay timely dues and assessments will result in an automatic suspension followed by the expiration of the delinquent member’s membership without further action of the Board or the membership pursuant to Section 4.2. Suspension or expulsion, for reasons other than failure to pay dues or assessments or to meet the criteria for membership, shall be by a two-thirds vote of the membership at a meeting at which a quorum is present, provided that a statement of the proposed action and reasons therefor shall have been mailed by registered mail to the affected member at its last recorded address not less than fifteen (15) days before the final vote of the membership is taken thereon; this statement shall be accompanied by a notice of the date, time and location of meeting where a vote on the proposed suspension or expulsion will be taken. The affected member shall be given an opportunity to present its position on the matter at the time and place mentioned in such notice. Any member company expelled for reasons other than failure to pay dues or assessments or to meet the criteria for membership may re-apply for membership after a period of twelve months has elapsed following the effective date of the expulsion.

3.5 Release of Rights Upon Termination. Termination of membership in **FAMA** for any reason whatsoever, including resignation, suspension, expiration of membership or expulsion, shall operate as a release of all the terminating member's right, title, equity and interest in the property and other assets of **FAMA**, including any and all dues paid by that member.

3.6 Non-Discrimination. All FAMA activities and programs shall be conducted in compliance with the FAMA Non-Discrimination Policy.

3.7 Antitrust. All FAMA activities and programs shall be conducted in compliance with the FAMA Antitrust Policy.

SECTION 4. DUES AND ASSESSMENTS

4.1 Generally. **FAMA** may, by resolution adopted by a majority vote of its members, establish such dues and provide for such assessments on such terms as it may from time to time consider necessary or desirable. Dues and assessments shall be billed to each member and shall be paid to the Treasurer.

4.2 Default. Any member who fails to pay dues or an assessment within thirty (30) days after such dues or assessment become due shall be notified in writing by the Secretary of such delinquency and shall be suspended automatically from **FAMA** activities, including but not limited to general membership and committee meetings, until the delinquency has been cured. If such dues or assessments are not paid in a timely manner as provided in the FAMA Financial Policies and Procedures, the suspended member's membership shall expire automatically, and the company may not rejoin except upon compliance with Section 4.4.

4.3 Refunds. A member whose membership in **FAMA** is terminated for any reason (including but not limited to resignation, suspension, expiration of membership or expulsion) shall not be entitled to a refund of any amounts paid as dues or assessments and shall not be relieved of any obligation to pay its share of debts or liabilities incurred by **FAMA** at the time of such termination.

4.4 Reinstatement. A member who resigns in good standing (which is herein defined as current in all dues, assessments and any other applicable obligations to **FAMA**) or a member whose membership otherwise expires, may be reinstated with a majority vote of the Board of Directors, upon meeting the requirements and qualifications applicable to admission of new members.

SECTION 5. MEETINGS

5.1 General Membership Meetings. There shall be two general membership meetings of **FAMA** in each fiscal year to be held at such time and place as determined by the Board of Directors.

5.1.1 Participation at General Membership Meetings. Participation at General Membership meetings shall be in person unless the Board determines that, due to extreme circumstance and for the good of the Association, it is necessary to allow remote participation or a hybrid of in-person and remote participation.

Participation shall be limited to employees of member companies that are in good standing at the time of the meeting, guests approved by the President pursuant to Section 5.1.2 and honorary members appointed by the Board pursuant to Section 5.1.3 of these Bylaws. "Employees of member companies" as used in these Bylaws means full-time employees who are on the payroll and receiving employee benefits directly from the member company, or from

one or more of the member company's direct parent or subsidiary companies.

5.1.2 Guests at General Membership Meetings. Guests may be permitted to attend General Membership meetings only with the approval of the President. All decisions of the President will be final.

5.1.3 Honorary Membership. Honorary membership may be bestowed by a majority vote of the Board of Directors for such reasons, and under such terms and circumstances as may be determined by the Board.

Honorary members may participate in discussions at membership meetings (without voting rights) and may serve as a member of FAMA Committees (without voting rights), but may not hold a committee leadership role. Honorary members are not eligible to serve on the Board of Directors.

5.2 Special Meetings. Special meetings of the general membership to consider a specific subject may be called by the Board of Directors, or upon the written request of one-third (1/3) of the membership. Participation at Special meetings shall be subject to the same rules as for Participation at General Membership Meetings (see Bylaws Sec 5.1.1).

5.3 Notice of General and Special Meetings. **FAMA** shall give members written notice of the date, time and place of each general and special membership meeting by sending to the last recorded mail or email address, or fax number of each member company at least fifteen (15) days before the date of a special meeting, and thirty (30) days before the date of a general membership meeting.

5.4 Quorum. The presence in person of one-third (1/3) of the members in good standing shall be necessary to constitute a quorum for the transaction of business. If the meeting is conducted by remote means, or if a hybrid of in-person and remote means are used, then eligible participants using video conferencing shall be counted as present "in-person" for purposes of establishing the presence of a quorum for the meeting.

If a member company is not present at a particular meeting and it is the second meeting in a row that such a member company is not present, that company will automatically be removed from the ranks of members required to establish a meeting quorum at that particular meeting. Such a company shall be counted as a member for quorum purposes at subsequent meetings it attends so long as it is otherwise a member in good standing.

5.5 Voting. Each member company in good standing shall have one vote on all issues presented. Unless otherwise required by law or these Bylaws, any action taken by the membership shall be decided by majority vote of the member representatives participating in a meeting at which a quorum is present. For meetings which allow voting by remote means, in order to establish the identity of the participants, only member representatives who are participating via video conferencing shall be

permitted to vote.

5.6 Order of Business. The order of business shall be as follows unless otherwise determined by the President:

- (a) Calling of the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reviewing of the prior meeting's minutes.
- (d) Introduction of new members.
- (e) Election of officers.
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

Meetings shall be conducted, where practical, in accordance with ***Robert's Rules of Order, Newly Revised***.

5.7 Meeting By Telephone or Other Electronic Means. The Board of Directors, or any committee designated by the President, may participate in a meeting by means of a conference telephone call, videoconference, or other similar means such that all persons participating in the meeting can contemporaneously communicate with one other and participation in such a meeting shall constitute presence in person at the meeting.

SECTION 6. BOARD OF DIRECTORS AND OFFICERS

6.1 Composition and Terms of Office. The authority to direct the property, affairs, activities and concerns of FAMA shall be vested in a Board of Directors which shall consist of a President, Vice-President, Secretary, Treasurer, a Past-President, and two (2) Directors-at-Large. Except for appointments made to fill vacancies under section 6.7.1 of these Bylaws, at any time, not more than one individual may serve on the Board from any single member company, or from any grouping of companies that are related or affiliated with one another through any common management or ownership. All members of the Board shall commence their term of office on the first day of January in the year following election and shall continue in office thereafter until their term of office expires, or their office is otherwise vacated. Except for a Past-President appointed under section 6.7 of these Bylaws to fill the remaining unexpired term of a vacant office, no person shall be eligible to serve on the Board of Directors in any capacity for more than seven (7) consecutive years.

6.1.1 Executive Committee. The Executive Committee of the Board shall consist of the President, Vice-President, and the Past-President, each such executive office having a one-year term. The office of Vice-President shall be

filled by annual election as provided in section 6.2 of these Bylaws, however to be eligible for election as Vice-President, a candidate must have previously served on the Board of Directors for no less than two years in any capacity. Thereafter, unless the Board determines by majority vote that automatic succession of officers would not be in the best interest of FAMA, the Vice-President shall automatically progress to become President, and the President shall automatically progress to become Past-President, as the respective one-year term of each such executive officeholder expires, or as executive office vacancies may otherwise occur. It shall be the intent and custom of FAMA to elect a representative of a truck manufacturer as Vice-President in alternate years.

6.1.2 Officers. The Officers of **FAMA** shall consist of the Executive Committee members described in section 6.1.1 of these Bylaws, plus **the FAMA** Secretary and Treasurer. The offices of Secretary and Treasurer shall each have a two-year term, and shall be filled by election as provided in section 6.2 of these Bylaws, with the Secretary and Treasurer election occurring in alternate years. An individual elected to serve as either Secretary or Treasurer may be re-elected to serve no more than one additional consecutive two-year term in the same office, but shall thereafter remain eligible for consecutive election to a different office.

6.1.3 Directors-At-Large. Directors-at-Large shall be elected by the membership as provided in section 6.2 of these Bylaws and shall serve staggered two-year terms such that one (1) Director-at-Large is elected by the membership each year. An individual elected as a Director-at-Large may be re-elected to serve no more than one additional consecutive two-year term as a Director-at-Large, but shall thereafter remain eligible for consecutive election to a different office. It shall be the intent and custom of **FAMA** to elect a representative of a truck manufacturer to serve as the Director-at-Large elected each alternating year.

6.2 Election of Officers and Directors-at-Large. Election of officers and directors shall be conducted each year, typically during the fall general membership meeting of **FAMA**. Any member company representative who is eligible to participate in membership meetings under section 5.1.1 of these Bylaws shall be eligible for election, unless otherwise disqualified. Prior to each annual election, the Nominating Committee shall make nomination of member company representatives who are willing and eligible to stand for election as Vice-President, Secretary or Treasurer (as appropriate in alternate years), and one (1) Director-at-Large. In addition to the candidates proposed by the Nominating Committee, floor nominations of other eligible candidates for each office shall be solicited from the members present prior to commencement of the election process. Once the slate of candidates nominated for any office has been declared complete, and after floor nominations have been solicited and recorded, an eligible individual shall be elected to each open office by majority vote of the membership participating in the election, following a secret ballot allowing only one (1) vote to be cast by each participating member company. The

secret ballot procedure shall be waived in situations where an eligible candidate nominated for a position to be filled is otherwise unopposed. In the event that no single candidate receives a majority vote following the secret ballot described above, the two (2) candidates having the most votes shall be subject to a run-off election by secret ballot to determine the winner by majority vote. Where resolution of a tie vote is necessary, the Secretary shall toss a coin to determine the winner.

6.3 Duties of Officers and Directors. The Board of Directors will be generally empowered to be responsible for: (1) pursuing the organizational goals and objectives of **FAMA**; (2) carrying out the instructions of the membership; (3) authorizing agents and representatives to act on behalf of **FAMA**, or to otherwise represent **FAMA's** interests; (4) hiring professional staff or securing the services of other contractors to aid or assist in accomplishing **FAMA's** objectives; and (5) devising and carrying into execution such other measures as it deems proper and expedient to promote the objectives of **FAMA** and to best protect the interests and welfare of the Association and its members. Specific duties of **FAMA's** elected officers and directors include the following:

6.3.1 President. The President shall be the chief executive officer of the Association, shall preside at the General Membership meetings and Board of Directors' meetings, and shall chair the Executive Committee and preside at its meetings. The President shall be a member ex officio, with right to vote, of all committees except the Nominating Committee. The President shall be responsible for assuring that all actions of **FAMA** are in conformity with these Bylaws. The President may establish such committees and working groups as he may deem appropriate and appoint such members to each as he may deem appropriate. The President shall appoint committee Chairs and approve the Chair's recommendation for membership to that committee. The President shall maintain a current copy of the Mission Statement for each committee and provide a roster of the current membership of each committee to the membership. The President shall represent **FAMA** wherever and whenever necessary for the purpose of advancing the objectives of **FAMA**. During the President's term of office, the President may designate any employee of a member company to serve as the FAMA-designated representative to any non-FAMA affiliated organization or at any meeting or function sponsored by a non-FAMA organization.

6.3.2 Vice President. The Vice President shall assist the President. In the case of the absence of the President or his/her inability to act, the Vice President shall perform the duties of the President. The Vice President shall coordinate the Spring and Fall general membership meetings.

6.3.3 Treasurer. The Treasurer shall be responsible for the fiscal affairs of **FAMA** and shall present a monthly statement of **FAMA's** financial condition to the Board of Directors; shall co-authorize all expenditures of **FAMA's** funds; shall be responsible, with the President, for preparing **FAMA's** budget and making recommendations as to the need for and the amount of dues or

assessments for **FAMA** activities or membership; shall within ninety (90) days after the close of each fiscal year, prepare and provide to the President and the Secretary an annual report on **FAMA's** fiscal affairs in the preceding year.

6.3.4 Secretary. The Secretary shall be the administrative officer of **FAMA**; serve as Secretary of the Board of Directors; give notice of all General Membership, Executive Committee and Board of Directors Meetings and keep a record of the activities; take, prepare and submit to the President for approval the minutes of all such meetings; publish all such minutes as appropriate; conduct all correspondence and carry into execution all orders, votes and resolutions not otherwise committed; maintain a current list of the members of **FAMA**; notify the officers and members of the outcomes of **FAMA** elections; and shall be designated as the keeper of **FAMA's** seal.

6.3.5 Directors at Large. Directors at Large shall participate in general discussion and decision making as voting members of the Board of Directors; serve as liaison between the Board and the various **FAMA** Committees and task groups, as the President may assign and direct; and engage in such other assignments and duties as may be necessary for the efficient accomplishment of **FAMA's** objectives and management of **FAMA's** affairs.

6.4 Meetings of the Board. The Board of Directors will meet at least twice each year. Notice of meetings shall be in writing sent to the last recorded address, email address or fax number of each Board member at least seven (7) days before the time appointed for the meeting. Special meetings may be held at the call of four (4) members of the Board. Five (5) days' written notice shall be required for such special Board meetings. Attendance, discussion and voting at all Board meetings shall be limited to members of the Board. At the discretion of the Board, **FAMA** professional staff, legal counsel, committee chairs, or other invited representatives of FAMA member companies may also participate (but not vote) at Board meetings. The Board, at its sole discretion, reserves the right to exclude any non-Board members from any Board meeting in order to have a closed discussion or session.

6.5 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise required by law or these Bylaws, any action taken by the Board shall be decided by a majority vote of the Board members present at a meeting at which a quorum is present.

6.6 Action Without Meeting. Action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by majority vote of all members of the Board.

6.7 Vacancies. Whenever any vacancy occurs on the Board of Directors, a replacement member shall be selected without undue delay by a majority vote of the remaining members of the Board present and voting at its regular meeting or at a special meeting called for that purpose, a quorum being present. The replacement Board member shall serve only as long as necessary to complete the balance of the

unexpired term of the vacant office. Should the vacancy be created due to ineligibility caused by termination of the affected Board Member's full-time employment with a member company, the affected Board Member shall have a grace period of up to ninety (90) days within which to regain eligibility by obtaining employment with a **FAMA** member company in good standing.

6.7.1 If the vacancy to be filled is for a Director-at-Large, Secretary, or Treasurer, the appointee may be any member company representative who would be otherwise eligible for election to the vacated office, provided that, at any time, not more than one individual may serve on the Board from any member company, and not more than two individuals may serve on the Board from any group of related or affiliated companies (e.g. having any common management or ownership).

6.7.2 If the vacancy to be filled is for Vice-President, a Past President of **FAMA** who is not currently serving on the Board of Directors, and who is otherwise eligible under Section 6.2 of these Bylaws, shall be appointed for the balance of the vacated term, however an appointed Vice-President shall not become part of the automatic succession of Executive Committee members referenced in section 6.1.1 of these Bylaws.

6.7.3 If the vacancy to be filled is for the position of President, the current Vice-President shall become President, serving thereafter for the remainder of the unexpired term and then remaining as President for the following full-term, with the Vice-President's vacant office then being filled for the unexpired portion thereof by appointment as provided above.

6.7.4 If the vacancy to be filled is for the position of Past President, the replacement member shall be the most recent Past President not currently on the Board who is available and willing to serve, and who is otherwise eligible under section 6.2 of these Bylaws.

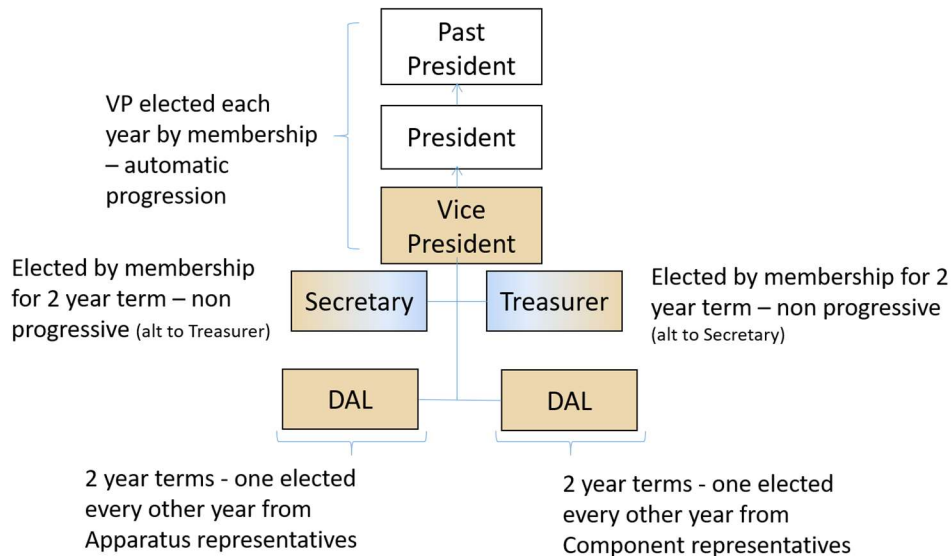
6.8 Removal by Membership. Any one or more of the directors or officers may be removed either with or without cause, at any time, by a vote of two-thirds of the general membership present at its regular meeting or at a special meeting called for that purpose, a quorum being present.

6.9 Removal by Board. Any one or more of the directors or officers may be removed at any time, by a vote of two-thirds of the duly elected and sitting Board of Directors (excluding the individual(s) being considered for removal) at a regular meeting or at a special meeting called for that purpose, for the following reasons:

- Incapacitation due to health or other reasons,
- Non-participation,
- Conviction of a Felony or other crime of moral turpitude,
- Sustained unethical behavior,
- Sustained intentional violation of FAMA Bylaws and/or Policies and Procedures

Once a director or officer is removed from office, the vacancy shall be filled as directed in these Bylaws.

Board Structure



SECTION 7. COMMITTEES

7.1 Nominating Committee. The President shall appoint a Nominating Committee consisting of no fewer than three representatives of member companies in good standing. The Nominating Committee shall be responsible for making initial recommendations to the Board of Directors of candidates eligible for election to fill any vacant officer and director positions. Unless the Board determines by majority vote that an automatic succession recommendation would not be in the best interest of FAMA, the Nominating Committee shall routinely nominate the Vice-President to become President, and the President to become Past-President, per bylaw 6.1.1. A slate of nominees for vacant officer and director positions shall be issued by the Board after consideration of the Nominating Committee's recommendations. The Secretary shall publish a copy of the Board's slate of nominees to the membership not less than 30 days prior to the election.

7.2 Standing Committees. The President may, at any time, appoint such other committees as he deems necessary to further the purposes of **FAMA** and shall designate the chairman of each such committee. A committee appointment shall be for a term of one (1) year beginning on the first day of the first January following appointment.

7.3 Quorum. Twenty-five percent (25%) of any committee shall constitute a quorum for the transaction of business. If a member company is not present at a particular meeting and it is the second meeting in a row that member company is not present, that company will automatically be removed from the ranks of members required to establish a meeting quorum at that particular meeting. Such a company shall be counted as a member for quorum purposes at subsequent meetings it attends so long as it is a member in good standing.

7.4 Vacancies, Change or Discharge. The President shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

SECTION 8. LIMITATIONS ON LIABILITY OF DIRECTORS AND OFFICERS

In any proceeding brought against an officer or director of **FAMA** by or in the right of **FAMA** or its members or otherwise, such officer or director shall have no liability for damages.

SECTION 9. FISCAL YEAR

The fiscal year shall be the calendar year.

SECTION 10. ACCEPTANCE OF BYLAWS

In consideration of the privileges and benefits of **FAMA** membership, each member of **FAMA** agrees to comply with the terms of these Bylaws, as amended from time to time, and pay promptly when due such dues and assessments as may be levied in accordance with these Bylaws. Upon joining, each member shall be provided with a copy of the current Bylaws by the Membership Committee and any pending or proposed amendments thereof.

SECTION 11. AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the membership, a quorum being present. Notice of the proposed amendment(s) shall be mailed, emailed or faxed to the last recorded mail or email address, or fax number, of each member at least thirty (30) days before the time appointed for the meeting at which the proposed amendment(s) will be voted upon.

SECTION 12. CORRESPONDENCE, COMMUNICATION & REPRESENTATION

All correspondence, verbal communications, position or policy statements or other written or oral representations which purport to be made on behalf of **FAMA**, or which purport to present any viewpoint or opinion of **FAMA**, shall be strictly prohibited unless approved in advance by the Board of Directors.

SECTION 13. DISSOLUTION

If **FAMA** should be dissolved, no member will receive any portion of its remaining assets or property; upon dissolution, the balance of any assets or property of **FAMA** which remains after all debits or obligations are paid will be distributed to any other non-profit corporation selected by the Board of Directors which has been determined by the Internal Revenue Service to be exempt from Federal income taxes.