

Constitution and Bylaws of
UNITED HOOK & LADDER COMPANY #33

Article I Name & Mission Statement

Section 1.01 Name of the Organization. The name of the organization shall be United Hook & Ladder Company #33.

Section 1.02 Mission of the Organization. The mission of United Hook & Ladder Company #33 shall be the preservation of life, protection of property and the prevention of additional harm to the environment to benefit our residents, businesses, and guests with compassion, integrity and respect. This mission also includes the performance of other charitable acts and public service that may aid in the health and welfare of the people within our service area and the surrounding vicinity.

Section 1.03 Non-Limitation of Purpose. The Bylaws do not limit or restrict the activities, powers, or authority of the Department to deal with people, nor are they restricted to stated purposes not specifically mentioned, provided, however, that the Department shall not engage in activities that would disqualify it as a nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, or any subsequent version thereof, or as an exempt organization under the federal Internal Revenue Code.

Section 1.04 Charitable Purpose of the Department. The Department is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

Section 1.05 Compliance. The Department is committed to establishing a culture that promotes the prevention, detection and resolution of instances of conduct that do not conform to federal and state law, and federal, state and private payer health care program requirements, as well as the Department's ethical and business practices and policies.

Section 1.06 Non-Distribution of Net Earnings. No part of the net earnings of the Department shall inure to the benefit of, or be distributable to, its officers, directors, member, or other private persons, except that the Department shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Internal Revenue Code (or the corresponding section of any future federal tax code), no substantial part of the activities of the Department shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Department shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 1.07 Prohibited Activities of the Organization. Notwithstanding any other provision of these Bylaws, the Department shall no carry on activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(a) of the Internal Revenue Code as being to an organization referred to in Section 170(c)(2) of the Code.

Article II Officers and Elections

Section 2.01 Elected Officers. The elected Officers of the Department shall consist of a President, Vice President, Recording Secretary, Treasurer, three (3) Trustees, Chief, Deputy Chief, Assistant Chief, and Captain. All Officers, with the exception of the Trustees, shall be elected for one year. Except for the initial election of the Trustees after these Bylaws are adopted, Trustees shall be elected to serve for three (3) years, with one (1) Trustee being elected each year. Upon the adoption of these Bylaws, the organization shall elect three (3) Trustees at one time, with one (1) Trustee being initially elected to a one-year term, one (1) Trustee being initially elected to a two-year term, and one (1) Trustee being initially elected to a three-year term (hereinafter each of these Trustees are referred to as "initial Trustees"). As the term of each initial Trustee expires, the Trustee elected to replace each initial Trustee shall be elected to serve a term of three (3) years, as indicated previously.

Section 2.02 Nomination Committee. The President at the October meeting (or at the third meeting prior to the elections) shall appoint a nomination committee of three (3) members to submit a list of nominees for Department office, to be presented at the November meeting. The President shall ask if there are any additional nominations to be made from the floor, after which the President can ask for a motion to close all nominations. If there is not more than one (1) candidate for any elected office, the Secretary shall cast a single vote on behalf of the candidate, which shall be final.

Section 2.03 Elections Committee. The President, at the November meeting (or at the second meeting prior to the elections) shall appoint a Board of three (3) members who shall preside during the election on the afternoon of the December meeting and a three-member Board who shall preside during the election to be held the night of the December meeting. The same Board may serve during the afternoon and night voting, if possible. Any member unable to attend either voting session may request an absentee ballot from the Secretary. This request must be made at least seven (7) days before the election date. For security purposes the ballots distributed by the Secretary shall be embossed with the official company seal. Absentee ballots must be in the hands of the Election Board prior to the start of afternoon election. An absentee ballot may only be utilized when a member has a work schedule conflict or other conflict as the Election Board may approve from time to time, and the absence as well as giving the member an absentee ballot has been approved in advance by the Election Board.

Section 2.04 Installation of Officers. At the January meeting (or at the first meeting after the election), the outgoing President shall call the meeting to order and after the Secretary has read the minutes of the previous meeting, the new Officers shall be installed by a responsible member of the community, such as the Mayor. These Officers will then take over and conduct the affairs of the Department for that year.

Section 2.05 Nomination and Holding of More than One Office. Any member eligible to hold an office may be nominated for more than one (1) office. No member can hold more than one (1) elective office at a time. Should a member be elected to more than one (1) office, he must choose which single office he will hold. In this case, the candidate with the next highest vote count becomes the elected member in any office where an elected candidate is not eligible to hold due to being elected to more than one (1) office.

Section 2.06 Vacancies. In the event of the death, resignation, or removal of an elected official of the Fire Department, the vacancy so created shall be filled by an election at the next meeting following the announcement of the vacancy. Except for the President, where the Vice President will fill that position and a new Vice President shall be elected at the next meeting. The Board of Officers shall act in place of the vacant office until the office is fulfilled.

Section 2.07 Delinquent Debts. No member shall be elected to office or be eligible to vote on Company matters that owes the organization delinquent debts.

Section 2.08 Appointed Officers. The appointed offices shall be approved by the Board of Officers, such as Lieutenant(s), engineer(s), Fire Police Officer(s), EMS Officer(s) or assistants to any elected or appointed office in sufficient numbers as to properly maintain the Fire Department services.

Section 2.09 Board of Officers. The President, Vice-President, Recording Secretary, Treasurer, (3) Trustees and the elected Fire Officers shall constitute the Board of Officers.

Section 2.10 Requirements to Hold Office. Except for the initial elections which occur less than one year after the implementation of these Bylaws, no member shall be elected to office with less than one (1) year service as a Senior member of the organization and meet the meeting attendance requirements in Section 2.13. No member shall be elected President unless he has served at least one (1) year as an administrative officer. No member shall be elected Fire Chief unless he has served at least one (1) year as Deputy Chief or Assistant Chief. All elected Fire Officers must be trained in fire and rescue operation and hold a current EMS certification. Firefighter I and First Responder/Emergency Responder will be the minimum accepted certification to meet the requirements. To hold office in 2012, the minimum accepted certification will be Firefighter II and PA or Nationally registered EMT.

Section 2.11 Initial Elections for the Merged Company. Once these Bylaws are implemented, new officers will be elected (or should have already been elected) at the May 2009 meeting and will take (or should have already taken) office on June 1, 2009. All active, adult members of either New Oxford Community Fire Company or Abbottstown Fire Company, No. 1 at the time of the merger of these organizations are eligible to hold office during the initial election and all subsequent elections which occur less than one year after the effective date of the merger between New Oxford Community Fire Company and Abbottstown Fire Company, No. 1. No active, adult member of Abbottstown Fire Company, No 1, who becomes a member of United Hook & Ladder Company #33 after the merger of these companies shall be deemed in violation of any provision of these Bylaws or ineligible to run for any office by virtue of the fact that he has been a member of Abbottstown Fire Company, No 1 rather than New Oxford Community Fire Company.

Section 2.12 Board Nomination in the Absence of Qualified Candidates. If no qualified candidates are eligible to be nominated for an office, the Board of Officers may approve a candidate for nomination who does not meet the necessary qualifications.

Section 2.13 Meeting Attendance Requirements. Any member of this Department failing to attend at least five (5) regular or special membership meetings in any consecutive twelve-month period shall forfeit all voting privileges until such time as he attends five (5) meetings within a twelve-month consecutive period. This is meant to exclude the meeting the month the vote is taken. Members whose employment does not allow them to attend a meeting may submit a letter to the Secretary, **PRIOR** to the meeting date and receive credit for said meeting. Such employment must be for a true second shift job, and the member is responsible for submitting acceptable confirmation of the second shift job prior to the meeting. At the discretion of the Board on a case-by-case basis (and normally only when notification of such absence has been submitted to the Secretary prior to the meeting), members may also be excused from the meeting for attending emergency or non-emergency business of the Department. It will be the attending member's responsibility to sign the roster in order to get credit for a meeting. Any member signing the roster must attend the meeting unless excused from the meeting by the Chairperson presiding.

Section 2.14 Office Eligibility. To be eligible for an elected or appointed Office, the member's residence must be within the Department's first due fire or EMS service area.

Article III Meetings

Section 3.01 Frequency of Regular Meetings of the Membership. The Department shall have at least one regular, general membership meeting each calendar month.

Section 3.02 Quorum and Presiding at Meetings of the Membership. Not less than fifteen (15) members shall constitute a quorum at any meeting at which business shall be transacted affecting the interests of the Department. Provided a meeting starts with a quorum, the subsequent reduction in the number of members present at the

meeting shall not have any effect on the quorum and the meeting shall still be considered to have a quorum for the entire meeting. In the absence of a quorum, a majority of the members who are present and voting shall adjourn the meeting from time to time until a quorum is present. At a regular meeting in the absence of the President, the Vice President shall preside over the meeting. In the absence of the President and Vice-President, the most senior Trustee shall preside over the meeting.

Section 3.03 Regular Meetings of the Membership. The regular meetings of this Department shall be held on the first Wednesday of each calendar month at 7:30 p.m. at such location as the members may decide from time to time, unless because of a conflicting date or time, or for such other reasons as may make it necessary or appropriate to change the date and/or time of the meeting, at which time the President has the authority to change the meeting day and/or time for that month. At any regular, general membership meeting, the membership shall transact such business as may be properly brought before membership. Notice of regular meetings shall be posted at the station(s) at least annually. No other notice of regular meetings need be given, unless required by law or these Bylaws. If a meeting date, location and/or time is changed, the Secretary will cause the members to be notified of the new meeting date and/or time.

Section 3.04 Speaking at Meetings and Leaving Meetings of the Membership. No member shall endeavor to speak without being acknowledged by the Chairperson, rising to his/her feet and addressing the Chairperson, nor shall any member leave the meeting room while the Department is in session (unless he or she is responding to a fire or ambulance alarm of the Department) without first obtaining the consent of the Chairperson.

Section 3.05 Special Meetings of the Membership. Special meetings of the members of the Department shall be held whenever called by the President or by five (5) members. Notice of such meetings shall be given to each member by telephone, email, in person, or in writing at least twenty-four (24) hours before the time at which the meeting is to be held. Every such notice shall state the time, place, date and purpose of the meeting. No other business may be transacted at the special meeting other than that for which the meeting was called.

Section 3.06 Regular Meetings of the Board. Meetings of the Board shall be held monthly at such time and date as the Board shall establish from time to time. At any regular meeting, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings shall be given to each Board member at least annually and shall be posted at the station(s) at least annually. No other notice need be given unless required by law or the Board shall so direct.

Section 3.07 Special Meetings of the Board. Special meetings of the Board shall be held whenever called by the President or by two or more of the other Board members. Notice of each such special meeting shall be given to each Board member by telephone, electronic mail, in person or in writing at least twenty-four (24) hours before

the time at which the meeting is to be held and a copy shall be posted on the bulletin board in the station(s). Each such notice shall state the time, date, purpose and place of the meeting. No other business may be transacted at the special meeting other than that for which the meeting was called.

Section 3.08 Manner of Acting. Except as otherwise stated in these Bylaws, at membership meetings, each member who is eligible to vote shall be entitled to one vote and the acts of a majority of the membership shall be the acts of the membership. Except as otherwise stated in these Bylaws, at Board meetings, each Board member shall be entitled to one vote and the acts of a majority of the Board members shall be the acts of the Board. There shall be no telephone or proxy voting at either membership meetings or Board meetings.

Section 3.09 Interested Board Members, Officers, and Members. No transaction between the organization and one or more of its officers, Board members, or members, or between the organization and any other organization, partnership, or other organization in which one or more of its officers, Board members, or members are officers, directors, members, or have a financial interest, shall be void or voidable solely for such reason, or solely because the person is present at or participates in the meeting which authorizes the contract or transaction, if:

- (a) The material facts as to the relationship are disclosed at the meeting and the Board or the membership (as the case may be) authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Board members or members (as the case may be); and
- (b) The contract or transaction is fair to the organization as of the time it is authorized, approved or ratified by the Board or membership (as the case may be).

Section 3.10 Minutes. Minutes of each meeting of the membership, the Board and all committees shall be taken by the Secretary or his/her designee and disseminated to each Board member as soon as practicable after the conclusion of the meeting.

Article IV Duties of the President

Section 4.01 The President shall preside at general, Board and special meetings of the Department. The President shall have no vote, except in case of a tie, in which case he shall cast the deciding vote.

Section 4.02 The President shall, at the written request of five (5) members, direct the Recording Secretary within seven (7) days of the written request to call a special meeting of the Department. The President shall have the authority to call a special meeting without the above written request when he deems the business to be brought before the Department of sufficient importance to warrant the meeting.

Section 4.03 All instruments requiring the seal of the Department shall be signed by the President or in his/her absence by the Vice-President attested by the Recording Secretary.

Section 4.04 The President shall appoint all committees. The first member appointed shall be chairperson. The President may be a member of all committees.

Section 4.05 The President shall have power to direct that any person acting in a disorderly manor during a meeting shall be expelled from the room. Any member failing to comply with this order shall forfeit his/her membership. The President shall further have the power to suspend or adjourn the meeting if his/her call for order is not obeyed.

Article V Duties of the Vice President

Section 5.01 In the absence of the President, the Vice-President shall assume the duties of the President.

Article VI Duties of the Recording Secretary

Section 6.01 The Recording Secretary shall keep a fair record of the proceedings of the meetings of the Department in a book provided for that purpose, subject to the inspection of the members of the Department.

Section 6.02 He may suggest and request the Board of Officers to appoint an Assistant Recording Secretary if needed in order to efficiently perform his/her duties.

Section 6.03 He will notify the membership of any special meetings of the Department when directed to do so by the President.

Section 6.04 He shall, within ten (10) days of the passage of a new Bylaw, place a copy of the same in the proper record at the Station(s).

Section 6.05 He shall keep a correct list of all members in the Department with the date of each member entering or leaving the Department. He shall, within ten (10) days after the election or expulsion of a member, inform him/her thereof by mail.

Section 6.06 He shall notify in writing any member who may be accused of an offense, describing the nature of the offense, within fifteen (15) days after the said accusation, and give the day and time of hearing, if any.

Section 6.07 The Recording Secretary shall keep a current record between the Department and its members and turn all monies pertaining to the membership roster over to the Treasurer on or before the regular monthly meeting.

Section 6.08 All instruments requiring the seal of the Department shall be attested by the Recording Secretary.

Article VII Duties of the Treasurer

Section 7.01 The Treasurer and such other elected Officers as the Board periodically decides shall, before entering upon their duties, be bonded in the amount equal to the liquid assets of the Department for the faithful performance of their duties, the premium of said bond to be paid by the Department. Said bond to be approved should be reviewed annually by the Board.

Section 7.02 The Treasurer shall receive all money belonging to the Department; pay any taxes, repairs, and other proper obligations of the Department; keep an exact account of all receipts and expenditures; and shall be subject to inspection of the Department. All invoices will be paid within the time frame set forth by the purchase agreement.

Section 7.03 He may suggest and request the Board of Officers to appoint an Assistant Treasurer if needed in order to efficiently perform his/her duties.

Section 7.04 The Treasurer is authorized to utilize electronic banking to satisfy any debts that have been approved for payment at a Department meeting. Such payments will not be viewed as a violation of Section 14.06 of these Bylaws.

Article VIII Duties of the Trustees

Section 8.01 Trustees shall have the authority to negotiate leases or sale of excess property, which must then be approved by the Board of Officers, and then sanctioned by the Department.

Section 8.02 The Trustees shall see that a member or members use no property of the Department for private purpose without their consent.

Section 8.03 The Trustees shall hold all of the Department's property, real and personal, and shall control such property except the apparatus and associated equipment, which will be controlled by the elected Fire Officers. They shall make periodic inspection of the Department's property, and survey the need for making repairs or replacements where necessary. In any instance where the nature of the damage inflicted upon the Department's property warrants immediate and emergency relief, the Trustees shall arrange for the immediate repair or replacement.

Section 8.04 The Trustees shall be a part of the Membership Committee and will sign all Applications following the completion of a member's probationary period. Acceptance or rejection is based on the decision of the Board of Officers.

Section 8.05 The Trustees shall keep account of all debts/members payments. They shall also notify each member whose assessment remains unpaid on January 1st of each year.

Article IX Duties of Fire Chief

Section 9.01 The Fire Chief shall be responsible for the overall efficient operation and management of the fire and rescue services; he shall oversee the operation of the EMS services and fire police and develop, maintain and enforce Standard Operating Guidelines and/or Standard Operating Procedures and Operational Policies.

Section 9.02 The Fire Chief shall take full charge of all personnel in the performance of their duties in the firehouse, at drills, parades, fire and emergency scenes, and at other times related to the fire/rescue service.

Section 9.03 The Fire Chief shall be responsible to assure the care and upkeep of the apparatus and equipment of the fire/rescue service.

Section 9.04 The Fire Chief shall appoint his/her appointed Line Officers as deemed necessary for the efficient operation of fire, rescue and EMS operations. These Line Officers will assist the Fire Chief and/or Assistants with their duties in case of their absence. The Fire Chief can appoint EMS Officer(s) as he deems appropriate. These EMS Officers will have a minimum of two years of ambulance service with the Department and hold a current Pennsylvania Emergency Medical Technician or higher certification. This EMS Officer(s) will oversee the operation of all EMS services as delegated by the Fire Chief and keep the Fire Chief updated on all activities.

Section 9.05 The Fire Chief shall be responsible for assuring that members receive adequate drills and instruction in fire/emergency operations, and announcing and posting various regulations.

Section 9.06 The Fire Chief shall be responsible for inventories and upkeep of the office, firefighting equipment, related material and supplies as well as the disbursement of this equipment, materials and supplies.

Section 9.07 The Fire Chief must approve all drivers on the operation of the trucks and equipment before they can be appointed as a driver.

Section 9.08 The Officer in Charge (OIC) of United Hook & Ladder Company #33 shall, in the case of misconduct or insubordination, have the authority to order a member to immediately cease whatever operations or actions he is currently undertaking and wait at a designated position until the incident is terminated. Should such actions be deemed necessary by the OIC, a written report to the Board of Officers must be filed by the OIC.

Section 9.09 The Deputy and Assistant Fire Chiefs shall be responsible for assisting the Fire Chief in the performance of his /her duties and to take over for the Chief in his/her absence.

Section 9.10 The Fire Chief or Assistants shall be a part of the Membership Committee and will sign all applications following the completion of a member's probationary period. Acceptance or rejection is based on the decision of the Board of Officers.

Section 9.11 The newly elected Fire Chief will be the chairperson of the EMS Committee, which will consist of no more than five (5) members. He will submit a list of possible candidates to the Board of Officers for approval.

Article X Membership

Section 10.01 Classes of Membership. Membership in this Fire Department shall consist of four (4) classes: Senior, Life, Honorary and Junior.

Section 10.02 Applications for Membership. Any person applying for membership other than Junior in this Department shall be at least eighteen (18) years old. Junior members must have completed the eighth grade in school, be at least fourteen (14) years of age and must also provide a School Work Permit. The Applications shall be presented on a form provided by the Department. Any person applying for any class of membership must appear before the Board of Officers at their meeting prior to the Application being presented to the general membership for a vote. Applications shall be accompanied by the correct Application fee which has been set forth by the Board from time to time, a portion of which shall be in payment of the current year's dues, if any. Applicants eighteen (18) years of age or over must, along with their Application, submit a criminal background check. Applicants for membership may additionally be required to meet such other requirements for membership that may be set forth by the Board from time to time.

Section 10.03 Voting on Membership Applications. After the Applicant appears before the Board of Officers, the Application shall be submitted to the Department at a regular meeting, where, upon the affirmative vote of the majority of the members voting (with voting to be done by secret ballot), the Applicant shall become a probationary member. The President shall vote to break a tie vote. The decision of the membership to elect or not elect a member may be made for any lawful reason, and shall be final. Candidates for membership shall be placed on the rolls as a probationary member for a period of six months. After completion of that time, completion of other membership requirements that may be set forth by the Board from time to time, and approval by the Board of Officers the candidate shall be accepted or rejected into the class of membership for which they have applied, or have the probationary period extended. As a probationary member he shall not be permitted to vote or hold office. The Recording Secretary shall notify the candidate within ten (10) days of his/her acceptance or rejection into membership.

Section 10.04 Reinstatement of Expelled Members. A member who has been expelled shall not become a member for a period of at least one year, when he may apply for membership in accordance with Section 10.02 of this Article.

Section 10.05 Expulsion for Failure to Pay Dues. A member who has not paid his/her dues by the close of the April meeting will have his/her name removed from the rolls by the Recording Secretary. To be reinstated, he shall have to apply for membership in accordance with Section 10.02 of this Article, and his/her previous years of service will be null and void.

Section 10.06 Military Service. Unless otherwise required by law, a member enlisting or drafted into any active duty branch of the United States Armed Forces shall be carried on the Department roll until Dec. 31st of the year of his/her discharge.

Section 10.07 Life Membership. Any member who has twenty-five (25) years of continuous, cumulative Junior/Senior membership with United Hook & Ladder Company #33, New Oxford Community Fire Company, and/or Abbottstown Fire Company, No. 1 (as well as any other organization that merges into United Hook & Ladder Company #33) shall automatically become a Life member. Life members are exempt from paying dues.

Section 10.08 Eligibility to Vote. To be eligible to vote, all members must attend the required number of meetings, be up-to-date and current on the payment of all dues and other debts owed to the organization, and meet such other membership requirements as may be set forth in these Bylaws and by the Board from time to time. All members who meet all of the requirements for their particular category of membership which are set forth in the Bylaws, as well as those additional requirements for membership which may be set forth by the Board from time to time, and whose category of membership renders them eligible to vote under these Bylaws, will be given voting privileges in all Department matters and elected administrative offices.

Section 10.09 Eligibility to Vote for Fire Officers. To be eligible to vote for elected Fire Officers, the member, in addition to meeting the meeting requirements as outlined in Section 2.13, must be a past Fire Chief OR have attended five percent (5%) of the emergency fire incidents in the previous twelve-month consecutive period.

Section 10.10 Honorary Membership. Honorary membership is bequeathed by an action of the Board of Officers. Honorary members are exempt from paying dues, have no voting rights, and are not eligible for any benefits.

Section 10.11 Resignation from Membership. A member or person serving a probationary period may resign at any time by giving notice of his/her resignation in writing to the Secretary of the Department at its principal place of business. All equipment furnished by the Department shall accompany a notice of resignation. Such resignation shall be effective upon receipt by the Department. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

Section 10.12 Employees Have No Voting Rights. Any member who becomes a paid employee of this Department whether it be full or part time shall forfeit his/her

voting rights until such time as he is no longer a paid employee. Voting rights will be reinstated as long as he meets the qualifications for his/her particular category of membership, once such person is no longer an employee of the Department.

Section 10.13 Non-Transferability of Membership. Membership is not transferable and is non-assignable.

Section 10.14 Removal from Membership. Any member may be removed for such reasons as are set forth in these Bylaws, and whenever the Department believes that removal of a member may be in the best interests of the Department, according to those procedures set forth in the Bylaws, and as may additionally be set forth by the Board from time to time. Additionally, all members, regardless of classification, shall be of good moral character and must actively support the mission of the Company. Any member who denigrates the Company or communicates a position opposing the official position of the Company in speech or writing outside the membership of the Company may be reprimanded, suspended, or expelled from membership in accordance with the disciplinary procedure outlined in these Bylaws.

Section 10.15 Non-Discrimination. In granting membership, the Department will not discriminate against anyone desiring to enter a probationary period for the Department, Senior members, Junior members, Honorary members, and/or Life members on the basis of age, race, color, creed, national origin, sex, financial status, disability (provided such disability does not prevent such person from performing his/her membership duties for the category of membership), or other protected category.

Article XI Duties of the Members

Section 11.01 Compliance with Law and Rules. All members, those desiring to become members, and those serving a probationary period, shall at all times comply with all federal, state, and local laws and regulations, these Bylaws, and all Standard Operating Guidelines (SOGs) Standard Operating Procedures (SOPs), policies, directives, and house rules of the Department. Any violation of this Section shall be subject to disciplinary action as deemed necessary and appropriate by the Board of Officers, up to and including termination from membership.

Article XII Duties of the Auditors

Section 12.01 There shall be an Audit Committee of three (3) members appointed by the President at the December meeting for the purpose of auditing all accounts. The Audit Committee shall serve a term of three (3) years with one (1) new auditor being appointed annually to succeed the senior member with the most years of service to the committee.

Section 12.02 The auditors will meet and examine the records of the various offices of the Department. The Treasurer need not be present; however, all records must be available upon reasonable request for examination. They shall make their report no

later than the April meeting of the following year, unless an extension has been granted at a Department meeting.

Article XIII Violations and Penalties

Section 13.01 Any member interfering with any officer on duty, or commencing a quarrel with another member, making derogatory public comments regarding the organization (or any of its members, officers, Board or employees), committing any other offense which the Board of Officers deems will reflect unfavorably on the Department, or appearing visibly intoxicated while on duty, parade or in the engine house at any time whatsoever, shall be subject to disciplinary action. In addition to other types of public comments, it is also a violation of this Section when members make derogatory comments about the organization (or any of its members, officers, Board or employees) on any website, forum, blog and/or chat room. The organization may utilize information it obtains from website forums, blogs, and/or chat rooms in taking disciplinary actions against members for making derogatory comments about the organization. Further, as set forth in Section 10.14 of these Bylaws, all members, regardless of classification, shall be of good moral character and must actively support the mission of the Company. Any member who denigrates the Company or communicates a position opposing the official position of the Company in speech or writing outside the membership of the Company may be reprimanded, suspended, or expelled from membership, in accordance with these Bylaws.

Section 13.02 If any officer refuses or neglects to perform his/her duties for a period of sixty (60) days after his/her election/appointment or at any other time during his/her term of office, his/her office shall be declared vacant by the Board of Officers. Any officer who is found guilty of any violation of any Department policy or rule that results in suspension shall forfeit his/her office for the remainder of their elected term. No excuses other than sickness or absence from town will be acceptable.

Section 13.03 Any member refusing to meet at the time and place specified to answer charges against him/her shall have his/her name removed from the roll at the next regular meeting.

Section 13.04 Any officer or member accused of any infraction of rules or who has any unpaid debt(s) on which he or she is not actively making payments shall not serve on any committee or attend any Board meetings.

Section 13.05 Any member accused of a rules infraction, disobedience of orders or neglect of duty will appear before the Board of Officers at such time and place as shall be set by the Board of Officers. He shall be judged by the Board, whose decision shall be final. Any member refusing to meet at the time and place specified to answer charges against him/her shall have his/her name removed from the roll at the next regular meeting.

Section 13.06 Damaging or defacing of any Department property in any manner whatsoever shall be dealt with at the discretion of the Board of Officers, who will impose proper penalty.

Article XIV Duties of the Board of Officers.

Section 14.01 Except as specifically reserved to the membership under these Bylaws, the Board of Officers shall have the full power to conduct, manage and direct the business and affairs of the Department. All powers not specifically vested in the members by law or under these Bylaws are granted to and vested in the Board of Officers.

Section 14.02 At no time shall any action taken at a membership meeting rescind or overrule a decision of the Board of Officers with respect to: (1) penalties for violation of the rules, or (2) any other decision of the Board, unless such Board decision is one that is specifically vested in the membership by law or under these Bylaws.

Section 14.03 The Board of Officers shall hold regular and special meetings as set forth in Sections 3.06 and 3.07 of these Bylaws. All Board meetings will be held with a majority of the Board of Officers, which shall constitute a quorum for the meeting.

Section 14.04 The Board of Officers may make emergency purchases up to an amount of two thousand five hundred dollars (\$2,500.00) without membership approval.

Section 14.05 The Board of Officers shall have the authority to regulate and adopt any policy, directive or house rule as deemed necessary for the efficient functional and operational needs of the Department.

Section 14.06 The Board of Officers shall appoint three (3) Officers to sign a bank signature card, of which any two (2) shall appear on all checks.

Section 14.07 Any Officer shall, upon leaving his/her office, transmit all property of the Department entrusted to his/her care, to his/her successor in office, free of all encumbrances, within fifteen (15) calendar days.

Article XV Expenditures

Section 15.01 All purchases made by the Department are subject to prior approval at a Department meeting, except as defined in Sections 8.03, 14.04 or 15.02. Notification prior to a vote will be made in writing to all members eligible to vote on all purchases over fifty thousand dollars (\$50,000).

Section 15.02 Supplies necessary for any appointed Committee to conduct its scheduled activities may be purchased. This Section is intended to authorize the purchase of supplies but not equipment. Examples of authorized purchases include but are not limited to food, paper goods, prizes, etc. Examples of unauthorized equipment

purchases include but are not limited to cooking utensils, appliances, etc., unless justified by Sections 8.03 or 14.04.

Section 15.03 Any and all purchases made by a member and charged to the Department or charged on the Department's debit/credit card(s) must be documented and ALL receipts must be given the Treasurer in a timely fashion.

Article XVI Amendments

Section 16.01 Amendments to these Bylaws shall be proposed in writing by five (5) or more members and read (or given to the members to read) at a regular or special meeting of the members. Such amendments shall be posted at least two (2) weeks before being discussed at the next meeting. Amendments shall be acted upon at the general meeting three (3) months from the time the amendments were first proposed.

Section 16.02 At the meeting for the adoption of any amendment(s), the amendment(s) shall be read, and, upon approval of two-thirds ($\frac{2}{3}$) of eligible members who are present and voting at the meeting at which such a vote is taken, such amendment(s) shall become a part of these Bylaws.

Section 16.03 In the event any court ruling or law would invalidate any part of these by laws, the remaining Bylaws will remain in effect.

Article XVII Questions

Section 17.01 Any ruling at any meeting shall not supersede these Bylaws, unless said Bylaw is amended as per Section 16.01

Section 17.02 All questions at membership meetings not herein provided for and not set forth in a resolution of the Board shall be decided by a majority vote of the members present, eligible to vote and voting. All questions at Board meetings not herein provided for and not set forth in a resolution of the Board shall be decided by a majority vote of the Board members present and voting. For a point of clarification, no question(s) and/or procedure(s) need to be resolved in accordance with the latest edition of Robert's Rules of Order, but instead may be decided by a majority vote of the members present.

Article XVIII Dissolution

Section 18.01 In the event the Department is to be dissolved or its functions or assets transferred to any other organization, all members shall be notified by a letter from the President of this proposed dissolution action, notifying them when and where a meeting will be held to vote on said proposal. This vote must be passed by two-thirds ($\frac{2}{3}$) of the members present, eligible to vote and voting at said meeting. For a point of clarification, all members in good standing shall be eligible to vote on this proposal and not be subject to the provisions in other Sections of this document dealing with voting

privileges. The proposal shall include, among other things, provisions for the disposition of any assets, and an authorization for an officer or individual member to take all steps necessary to execute this dissolution and disposal of assets.

Section 18.02 Upon the dissolution of the Department, assets shall be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so distributed shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

Article XIX Indemnification

Section 19.1 Limitation of Personal Liability. An officer, Board member, member or agent of the organization shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. The officer, Board member, member or agent has breached or failed to perform the duties of his office or position, and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to: (1) the responsibility or liability of an officer, Board member, member or agent pursuant to any criminal statute; or (2) the liability of an officer, Board member, member or agent for the payment of taxes pursuant to local, state or federal law.

Section 19.2 Indemnification. The organization shall indemnify any Board member or officer, and may indemnify any other member or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened action, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Board member, officer, member, or agent of the organization or a Board member, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the organization, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a disinterested majority of the Board of Officers, which may retain independent counsel in making a determination as to whether the person's actions may have constituted willful misconduct, recklessness, or self-dealing.

Article XX Miscellaneous

Section 20.1 Miscellaneous. Whenever used in these Bylaws:

1. The Masculine shall include the Feminine.
2. "Written notice" shall mean written notice addressed to a member at the address appearing upon the membership roster.

Section 20.2 Corporate Seal. The organization shall have a corporate seal containing such details as may be approved by the Board.

Section 20.3 Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the organization, and such authority may be general or confined to a specific instance.

Section 20.4 Annual Report of the Organization. The Treasurer of the organization shall present once a year, at a specific meeting to be determined by the organization from time to time, a report showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the organization of the end of the fiscal year immediately preceding the date of the report.
2. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
3. The revenue or receipts of the organization, both unrestricted and restricted to particular purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the organization.
4. The expenses or disbursements of the organization, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the organization.

This annual report shall be filed with the minutes of the meeting of the organization.

Section 20.5 Audit. The organization shall regularly have an audit/review performed on the books of the organization. The audit shall be performed by a certified public accountant who is qualified to examine the books and records of a nonprofit organization.

Section 20.6 Books and Records. The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board meetings, and committees, and the Secretary or his designee shall keep at the principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the organization may be inspected by any member, or his attorney, for any proper purpose, at any reasonable time.

Article XXI Committees

Section 21.1 Description of Committees. Except as otherwise provided in these Bylaws, all Committees shall be appointed by the President. Except as otherwise directed by the President or by the Board, no Committee shall have the authority to bind the organization. Committees are defined as those standing or ad-hoc committees that serve in an investigatory capacity and/or to make limited decisions without Board or officer approval, as determined and as specifically delegated to the Committee from time to time, by these Bylaws, or by the President or the Board, and must have Board approval prior to rendering any decision on behalf of the organization.

Section 21.2 Standing Committees. Standing committees shall be those Committees specifically named and set forth in these Bylaws. Standing committees shall have and may exercise all of the powers provided by these Bylaws and as directed by the President and/or the Board. Standing committees shall be thoroughly informed of their duties, shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the organization.

Section 21.3 Ad-Hoc Committees. Ad-hoc (temporary) committees shall be created and appointed by the President from time to time, as the needs of the organization require.

Section 21.4 Committee Members' Term of Office. Except as otherwise set forth in these Bylaws, each member of a Committee shall be appointed for a year (unless otherwise specified in these Bylaws), and shall continue in office until his successor is appointed or unless the committee of which he is a member shall be sooner terminated by the President or until the sooner, death, resignation or removal of such member as a committee member.

Section 21.5 Committee Meetings. Meetings of any Committee may be called by the chairperson of such Committee by giving notice of such meeting, setting forth its time and place, and given to the Committee member at least the day before the committee meeting. Unless otherwise provided in these Bylaws, a quorum is not necessary for the transaction of business at Committee meetings. Each Committee shall keep minutes of its meetings and provide a copy of these minutes to the Board and the President. Actions of any Committee may also be taken without any formal meeting of such Committee.

Section 21.6 Resignation or Removal of Committee Members. A member of any Committee may resign at any time by tendering his resignation in writing to the chairperson of the Committee or to the President. Resignation as a member of the organization shall also constitute resignation as a member of any Committee. The President may, with or without cause, remove any member of any Committee, and may also remove any such member for failing to attend three meetings of a Committee in any year.

ADOPTED this _____ day of _____, _____.

UNITED HOOK & LADDER COMPANY #33

BY: _____
President

BY: _____
Secretary