

**AMENDED AND RESTATED BYLAWS**

**of**

**LOWER MACUNGIE FIRE DEPARTMENT,  
a Pennsylvania Nonprofit Corporation**

**Effective December 28, 2018**

**Amended October 26, 2020**

**Amended April 26, 2021**

## **ADOPTION OF AMENDED AND RESTATED BYLAWS**

The following Lower Macungie Fire Department Amended and Restated Bylaws were voted on and approved by the Active Members of the Department in accordance with the provisions of the Bylaws of the Department at the April 26, 2021 General Business Meeting of the Department.

These Amended and Restated Bylaws supersede and replace any and all prior Bylaws and amendments of the Department.

Date: \_\_April 26, 2021

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Joseph M. Thompson, President

Date: \_April 26, 2021

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Glenn L. Simmons, Secretary

# Lower Macungie Fire Department

## Amended and Restated Bylaws

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**AMENDED AND RESTATED BYLAWS**  
**OF**  
**LOWER MACUNGIE FIRE DEPARTMENT**

**ARTICLE I**

**NAME; OFFICES; FISCAL YEAR; CORPORATE SEAL**

**Section 1.1 – Name.** The name of the nonprofit corporation is Lower Macungie Fire Department (“Department”).

**Section 1.2 – Offices.** The registered office of the Department shall be at P.O. Box 3002, Wescosville, Lehigh County, Pennsylvania 18106, until otherwise established by an amendment of the Articles of Incorporation or by the Board of Directors and a record of such change is filed with the Pennsylvania Department of State in the manner provided by law. The Department may also have offices and fire operations facilities at such other places within Pennsylvania as the Board of Directors may from time to time appoint or the business and operations of the Department may require.

**Section 1.3 – Fiscal Year.** The fiscal year of the Department shall begin on the first (1<sup>st</sup>) day of January in each year.

**Section 1.4 – Corporate Seal.** The corporate seal of the Department shall have inscribed thereon the name of the Department, the year of its incorporation and the words “Corporate Seal, Pennsylvania”.

**ARTICLE II**

**MISSION; PURPOSE; NONDISCRIMINATION**

**Section 2.1 – Mission.** The mission of the Department is to serve the residents, merchants and businesses of the Township of Lower Macungie, Lehigh County, Pennsylvania (“Township”), the Borough of Alburdis, Lehigh County, Pennsylvania (“Borough”) and the surrounding communities and preserve and protect life and property from and during fires and other emergencies that may occur in the Township, the Borough and the surrounding communities.

**Section 2.2 – Purpose.** The Department is organized and shall be operated exclusively for charitable, educational, fire department and public safety purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal law. Such purposes include but are not limited to the following:

(a) **Public Safety.** Respond to and mitigate issues and problems that threaten the life or safety of citizens within the community.

- (b) Fire Suppression. Respond to and extinguish fires.
- (c) Medical Response. Respond to calls for assistance to treat or care for the sick or injured.
- (d) Education. Provide, as requested and necessary, education that may be conveyed at the fire company level to any person or persons requesting such education.
- (e) Fire Prevention. Provide requested and recruited activity pertaining to fire prevention, including but not limited to public and private display.

**Section 2.3 – Nondiscrimination**. The Department and its Members shall not discriminate against any person because of race, age, color, creed, condition, religion, gender, sexual orientation, national origin, disability or any other classification protected by applicable law.

**Section 2.4 – Local Agency**. The Department shall be a “local agency” in accordance with the Pennsylvania Right to Know Act, 65 P.S. §67.102.

### ARTICLE III

#### MEMBERSHIP

**Section 3.1 – History**. The Department was originally formed as a non-member, nonprofit corporation, which was subsequently converted to a member nonprofit corporation.

**Section 3.2 – Eligibility**. Each member of the Department (“Member”), irrespective of the class of membership, shall: (a) be a resident of the Township or the Borough at the time of application, with certain exceptions as may be granted by a majority vote of the Operational Officers, with a quorum present, and (b) except for Junior Members, be eighteen (18) years of age or older. Each person who desires to become a Member of the Department shall submit a written application for membership to the Department.

References throughout these Bylaws to a "Member" or "Members," without further specification, shall collectively refer to all types of Members except Support Members..

**Section 3.3 – Classes of Membership**. The Department shall have the following classes of membership: (a) Probationary Member, (b) Junior Member, (c) Active Member, (d) Fire Police Member, (e) Inactive Member, (f) Life Member, and (g) Support Member.

**Section 3.4 – Approval or Disapproval**. The Operational Officers shall investigate, or shall cause the investigation of, the qualifications and standing of each applicant for membership in the Department.

**Section 3.5 – Probationary Members**. Each person who applies for membership in the Department and is accepted and approved as a member of the Department shall be a probationary member of the Department (“Probationary Member”) for a minimum probationary period of six (6) months. Each Junior Member shall be considered a Probationary Member until he or she: (a) reaches eighteen (18) years of age; and (b) has completed six (6) consecutive months of membership with the Department. Probationary Members shall NOT be entitled to vote on Department business.

In order for a Probationary Member of the Department to become an Active Member, he or she shall: (1) have successfully completed a pre-employment drug test, the specific type and timing of which shall be as set forth in the Department's Drug-Free Workplace Policy; (2) have successfully completed the Apparatus Boarding Qualifications for all Department apparatus at assigned station; and (3) have obtained a Pro-Board Firefighter I or Hazardous Materials Operations certification.

At the expiration of the probationary period, the Probationary Member's status shall be evaluated by the Operational Officers, who shall decide whether to: (i) recommend such Probationary Member to the general membership to become an Active Member, or (ii) extend his or her probationary period. Each Probationary Member who is recommended for active membership shall become an Active Member upon affirmative vote by a majority of the Members present and entitled to vote, using a written ballot and with a quorum present, at the next monthly General Business Meeting following the recommendation of the Operational Officers. Each Probationary Member may be terminated from the Department at any time by a majority vote of the Operational Officers, with a quorum present.

Each Probationary Member shall only have restricted access to Department buildings and property. More specifically, no Probationary Member shall be permitted to be inside any Department Fire Station without an Active Member present; provided, however, upon the promotion of a Probationary Member to Active Membership status, such Member shall be issued a building access key and an alarm system pass code. The general membership shall be notified of the issuance and/or suspension of building and property access privileges.

**Section 3.6 – Junior Members.** Each person who desires to become a junior member of the Department ("Junior Member") shall: (a) obtain and deliver to the Department all required authorizations from his or her school authorizing participation in the Department, (b) obtain and deliver to the Department written authorization from his or her parents or guardian to participate in Department activities, and (c) possess a desire to learn the skills of firefighting and emergency services. Each Junior Member shall: (1) be a minimum of sixteen (16) years of age and a maximum of seventeen (17) years of age, (2) abide by all rules and regulations as may be established from time to time by the Department, (3) NOT be entitled to vote on Department business, and (4) successfully complete an annual Department-sponsored physical examination and drug screening examination.

Junior Member participation in the activities of the Department shall be limited and restricted in accordance with the provisions of the Department Standard Operating Guidelines ("Standard Operating Guidelines"), which, among other things, shall be consistent with the Pennsylvania Child Labor Laws in effect from time to time.

**Section 3.7 – Active Members.** Each active member of the Department ("Active Member") shall: (a) be at least eighteen (18) years of age, have successfully completed their probationary period, and are actively participating in the Department; (b) obtain and maintain current firefighting certifications and qualifications; (b) be entitled to actively participate in the activities of the Department; (c) maintain Active Member status until transferred, suspended or terminated by a majority vote of the Operational Officers, with a quorum present; (d) be entitled to one (1) vote with regard to all Department business if (1) such Member is present at the meeting at which such business is conducted, and (2) if such Member has maintained a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Meetings and other Department activities in accordance with Section 7.6 of these Bylaws; (e) be entitled to one (1) vote with regard to election of Elected Officers if (1) such member is present at the



meeting at which such election is conducted, and (2) if such Member has maintained a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Meetings and other Department activities in accordance with Section 12.8 of these Bylaws; and (f) successfully complete an annual Department-sponsored physical examination and drug screening examination. The membership of each Active Member shall be reviewed annually to determine if he or she continues to qualify as an Active Member.

**Section 3.8 – Fire Police Members.** Each fire police member of the Department (“Fire Police Member”) shall be designated to operate as a member of the Department’s special fire police unit (“Special Fire Police Unit”), including but not limited to Active Members who also desire to perform in the role of a Fire Police Member. Each Fire Police Members shall comply with the same eligibility and probationary requirements for an Active Member, with the following exceptions: (a) a Fire Police Member shall not be required to successfully complete the Apparatus Boarding Qualifications for all Department apparatus; (b) a Fire Police Member shall not be required to obtain a Pro-Board Firefighter I certification; provided, however, each Fire Police Member shall successfully complete the Basic Fire Police Course, NIMS, and Pro-Board Hazmat Awareness Level in order to be promoted from probationary status.

Each Fire Police Member shall: (1) be entitled to one (1) vote with regard to all Department business if (a) such Member is present at the meeting at which such business is conducted, and (b) if such Member has maintained a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Meetings and other Department activities in accordance with Section 12.8 of these Bylaws, provided, however, a Fire Police Member who is also an Active Member that meets the foregoing voting requirements shall only be entitled to one (1) vote on any matter submitted for vote to the membership; (2) except as set forth in these Bylaws to the contrary, be entitled to all of the same other rights, privileges and benefits as Active Members; (3) maintain a minimum participation rate of thirty-three percent (33%) for General Business Meetings and other Department activities; (4) successfully complete an annual Department-sponsored physical examination and drug screening examination; and (4) upon meeting all of the requirements of the Department, each Fire Police Member shall be sworn into duty by the Township Secretary and the Borough Secretary.

**Section 3.9 – Inactive Members.** An inactive member of the Department (“Inactive Member”) is an Active Member who requests a leave of absence from the Department for reasons including medical leave, military leave, school or college, and temporary relocation. Each request for leave of absence shall be in writing and delivered to the Fire Chief and the President and shall state the duration of the requested leave. An indefinite leave of absence shall be considered expired after six (6) months unless the Inactive Member submits another written request to the Fire Chief and President to extend the leave.

An Inactive Member shall be returned to Active Member status upon his or her return from the requested leave if he or she returns within six (6) months from the commencement of such requested leave. Each Inactive Member whose requested leave exceeds six (6) months in duration shall return to Probationary Member status until he or she re-familiarizes himself or herself with all Department equipment, personnel and procedures; and upon such re-familiarization, the Fire Chief, in the Fire Chief’s sole discretion, may cause such Inactive Member to be returned to Active Member status. Any Active Member who is an officer of the Department that requests a leave of absence and fails to be returned to Active Member status for a period of greater than ninety (90) days may be subject to loss of position as an officer of the Department.

No Inactive Member shall be entitled to vote on Department business.

**Section 3.10 – Life Members.** Each life member of the Department (“Life Member”) shall: (a) have attained a minimum of twenty (20) consecutive years of active service with the Department; (b) may not participate in Department firefighting functions or drills; provided, however, each Life Member shall be entitled to participate in other Department functions; and (c) shall not be entitled to be an officer of the Department; and (d) shall NOT be entitled to vote on Department business.

**Section 3.11 – Support Members.** Each support member of the Department (“Support Member”) shall: (a) be entitled to serve the Department as support persons; (b) shall not be entitled to vote on Department business. Support Members shall assist with special Department functions as needed and shall have clearly defined responsibilities. Depending on a Support Member’s responsibilities, he or she may report to the President, the Vice President, a Committee Chairperson or the Department’s administrative assistant. Support members are ineligible to participate in any firefighting incentive programs, tax incentive programs or any other reward-type programs that may be initiated or adopted by the Department.

**Section 3.12 – Application.** Each person who desires to become a Member of the Department shall complete in full and submit to the Department an application for membership (“Application”) on such forms as are established by the Department from time to time.

**Section 3.13 – Termination.** The Operational Officers shall, by vote of the Members present and entitled to vote at any meeting, with a quorum present, terminate the membership of any Member who becomes ineligible for membership. The Department may refuse or terminate membership at any time based upon a misdemeanor or felony conviction of any law, statute, ordinance, rule and/or regulation of the Commonwealth of Pennsylvania, the Township or the Borough and/or any failure to comply with any provision of these Bylaws.

**Section 3.14 – Transfer; Assignment.** Membership in the Department is not transferable or assignable.

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 4.1 – Members of the Board of Directors.** The Board of Directors of the Department shall consist of (a) the President, (b) the Fire Chief, and (c) three (3) Directors who shall be elected in accordance with Section 4.2 below (“Elected Directors”). The election and qualifications for the President and the Fire Chief shall be as set forth in Section 5.5 and Section 6.2. Elected Director terms shall be staggered and when elected the length of term shall be clearly stated as set forth in Section 4.2 below. No individual may hold more than one (1) seat on the Board of Directors. Any Elected Director who is elected as the President or the Fire Chief shall, upon assuming said office, vacate his or her position as an Elected Director.

**Section 4.2 – Election of Directors.** Except as set forth to the contrary in Section 4.1, one (1) Elected Director shall be elected annually by the Members entitled to vote, in accordance with the provisions of Article III, and each Elected Director shall hold office for a period of three (3) years, commencing on January 1 of the calendar year immediately following his or her election, and continuing until his or her successor has been qualified, elected and commences holding office, or until his or her earlier death, resignation or removal as an Elected Director in the manner hereinafter provided. In the event of a vacancy in the position of an Elected Director, the Board of Directors shall appoint an interim successor

Elected Director, who shall serve until the next the regular election of Directors, at which time an Elected Director shall be elected for the balance of such term, if any.

**Section 4.3 – Director Qualifications.** In order to be qualify for the position of Elected Director, an individual shall: (a) be a at least twenty-four (24) years of age; (b) have been an Active Member of the Department eligible to vote for a minimum of six (6) years; (b) have previously served the Department as an Administrative Officer, an Operational Officer or a Committee Chairperson; (c) maintain a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Business Meetings, Board of Directors Meetings and other Department activities. If at the end of any quarter-annual period an Elected Director fails to maintain said minimum participation rate without legitimate cause, his or her position as an Elected Director shall be declared vacant by the remaining Directors.

**Section 4.4 - Removal of Directors.** The Board of Directors may declare vacant the office of a Director if he or she: (a) is declared incompetent by an order of court; (b) is convicted of any felony offense; (c) fails to attend three (3) consecutive Board of Directors Meetings unless otherwise excused by the President; (d) within sixty (60) days after notice of his or her election, does not accept such office either in writing or by attending a meeting of the Board of Directors and fulfill such other requirements or qualifications as these Bylaws may specify; or (e) is charged, impeached and removed from office on the grounds of dereliction of duty, misconduct in office, abuse of authority, misappropriation of Department property or funds, or a violation of these Bylaws, the Standard Operating Guidelines, or a Department policy in accordance with the provisions of this Section.

The Board of Directors may, by majority vote, with a quorum present, bring charges against a Director for the reasons set forth above in this Section. The accused Director shall not be entitled to vote on the matter of the charges brought against him or her. The accused Director shall have the right to respond in private to the Officers of the Department or the accused may respond to the Members at a General Meeting. The Board of Directors may bring such charges on its own motion or upon the written petition of a minimum of twenty percent (20%) of the Members eligible to vote.

All charges shall be addressed by the Board of Appeals process as set forth in Section 12.9 of these Bylaws.

If the Board of Appeals shall find the Director guilty of such charges, the Board of Directors shall recommend removal of such Director from office and shall refer the matter to the Members entitled to vote at the next General Business Meeting. A recommendation of removal of a Director requires the affirmative vote of a minimum of two-thirds (2/3rds) of the votes cast at a General Business Meeting with a quorum being present.

**Section 4.5 – Powers** The Board of Directors may engage the services of a non-Member of the Department to assist in the causes and purposes of the Department. Such non-Member may be brought into the Board setting to provide professional consultation to the Board of Directors. No non-member shall have any voting power.

The Board of Directors shall have the power to delegate any management or business responsibility to any officer or employee of the Department.

The Board of Directors shall be entitled to retain legal counsel at any time as the Board may deem necessary for any and all legal issues in order to protect the interests of the Department.

**Section 4.6 – Duties and Responsibilities.** The Board of Directors shall have the following duties and responsibilities in addition to any others conferred upon it by these Bylaws:

- (a) To meet at least one (1) time per year, with meetings conducted more frequently if needed.
- (b) To ensure that the Department is operated in a safe, efficient and responsible manner, consistent with the Department's mission statement.
- (c) To ensure that the Department is operated in an ethical and democratic manner and that the voice of the Members leads the way.
- (d) To appoint an individual to fill an elected office in the event there are no candidates for said office.
- (e) To assume the responsibilities of an elected office in the event such office is vacant and is unable to be otherwise filled.
- (f) To appoint an individual to fill the office of President or of Fire Chief in the event such office becomes vacant mid-term and the Vice President or a Deputy Fire Chief, as applicable, is unable to fill such position for the remainder of the term.
- (g) To ensure that long term planning is conducted.

**Section 4.7 – Quorum of and Voting by the Board.** Attendance by a majority of the Directors in office at any meeting of the Board of Directors shall constitute a quorum for the transaction of business.

No action shall be taken by the Board of Directors without the affirmative vote of a majority of the Directors in office.

**Section 4.8 — Personal Liability.** A Director of the Department shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) The Director has breached or failed to perform the duties of his or her office under this Article.
- (b) 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 a Director pursuant to any criminal statute; or
- (2) The liability of a Director for the payment of taxes pursuant to local, State or Federal law.

**Section 4.9 – Salaries of Directors.** Directors, as such, shall not receive any stated salary for their services.

## ARTICLE V

### OFFICERS

For the purpose of determining eligibility for a Department Officer, staff position, Life Member or and any other benefit requiring a minimum number of years of Department membership, time spent in active service to the Department while the Department was a non-member, nonprofit corporation shall be credited as time as an Active Member of the Department. Provided a minimum of one (1) year of active service with the Department is earned, credit shall also be given for prior active service to the Special Fire Police Unit or as an Active Member of the fire team of the Wescosville Fire Department or the Alburdis Fire Department.

Firefighter Incentive, Length of Service and Tax Incentive Programs are programs that award participation by fire fighters. Officers shall be eligible to participate in any and all fire fighter incentive programs if the Officer has sufficiently satisfied the eligibility for such programs.

**Section 5.1 – Elected Officers.** The elected officers of the Department (“Elected Officers”) shall be a President, a Vice President, a Secretary, a Treasurer, a Fire Chief, and three (3) Assistant Chiefs each of whom shall be elected in accordance with the provisions of Section 5.2 below.

**Section 5.2 – Election of Elected Officers.** The Elected Officers of the Department shall be elected annually in accordance with the provisions of Article VI. Each Elected Officer shall hold office for a period of one (1) year, commencing on January 1 of the calendar year immediately following his or her election, and continuing until his or her successor has been qualified, elected and commences holding office, or until his or her earlier death, resignation or removal as an Elected Officer in the manner hereinafter provided.

**Section 5.3 – Removal of Elected Officers.** Any Elected Officer of the Department may be charged, impeached and removed from office if he or she: (a) is declared incompetent by an order of court; (b) is convicted of a felony; (c) fails to attend three (3) consecutive meetings of the Members unless otherwise excused by the President; (d) within sixty (60) days after notice of his or her selection, does not accept such office either in writing or by attending a meeting of the Members and fulfill such other requirements or qualifications as these Bylaws may specify; or (e) is charged, impeached and removed from office on the grounds of dereliction of duty, misconduct in office, abuse of authority, misappropriation of Department property or funds, or a violation of these Bylaws, the Standard Operating Guidelines, or a Department policy in accordance with the provisions of this Section.

The Board of Directors may, by majority vote, with a quorum present, bring charges against an Elected Officer for the reasons set forth above in this Section. If the accused Elected Officer is a member of the Board of Directors, he or she shall not be entitled to vote on the matter of the charges brought against him or her. The accused Officer shall have the right to respond in private to the Officers of the Department or the accused may respond to the Members at a General Meeting. The Board of Directors may bring such charges on its own motion or upon the written petition of a minimum of twenty percent (20%) of the Members entitled to vote.

All charges shall be addressed by the Board of Appeals process set forth in Section 12.9 of these Bylaws.

If the Board of Appeals shall find the Elected Officer guilty of such charges, the Board of Directors shall recommend removal of such Elected Officer from office and shall refer the matter to the Members entitled to vote at the next General Business Meeting. A recommendation of removal of an Elected Officer requires the affirmative vote of a minimum of two-thirds (2/3rds) of the votes cast at a General Business Meeting with a quorum being present.

#### **Section 5.4 – Appointed Officers.**

(a) **Appointment by President.** The following officers may, at the discretion of the President, be appointed annually by the President:

- (1) One (1) Assistant Treasurer.
- (2) One (1) Assistant Secretary.

(b) **Appointment by Fire Chief.** The following officers shall be appointed annually by the Fire Chief:

- (1) Two (2) Deputy Fire Chiefs.
- (2) Six (6) Captains, two (2) for each Department Fire Station. There shall be at least one (1) Captain for each Department company division (Engine Captain, Truck Captain and Rescue Captain), and there may also be additional responsibilities assigned to Captains (e.g., Training Captain to handle the function of Training Coordinator or a Captain for Recruitment and Retention).
- (3) One (1) Fire Marshal.
- (4) One (1) Fire Police Captain.
- (5) One (1) or more Safety Officer(s) may be appointed by the Fire Chief.

#### **Section 5.5 – Officer Qualifications.**

(a) **All Officers.** In order to be eligible to run for and/or hold any office with the Department, a Member must (1) maintain a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Business Meetings and other Department activities; and (2) be either an Active Member or a Fire Police Member in good standing.

(b) **President; Vice President.** In order to be eligible to run for and/or hold the position of President or Vice President of the Department, a Member must be a Member in good standing of the Department for a minimum of three (3) years.

No “Chief Officer”, which is defined as the Fire Chief, the Deputy Fire Chiefs and the Assistant Fire Chiefs, may simultaneously hold the position of President of the Department.

(c) **Treasurer; Secretary.** In order to be eligible to run for and/or hold the position of

Treasurer or Secretary of the Department, a Member must be a Member in good standing of the Department for a minimum of one (1) year.

(d) **Fire Chief; Deputy Fire Chief; Assistant Fire Chief.** In order to be eligible to hold the position of Fire Chief, Deputy Fire Chief or Assistant Fire Chief of the Department, a Member must be a Member in good standing of the Department for a minimum of five (5) years and shall be certified to the level of Firefighter I, HazMat Operations Level, PA Department of Health Basic Vehicle Rescue, NIMS, and PA Department of Health First Responder.

(e) **Captain.** In order to be eligible to hold the position of Captain of the Department, a Member must be a Member in good standing of the Department for a minimum of three (3) years and shall be certified to the level of Firefighter I, HazMat Operations Level, PA Department of Health Basic Vehicle Rescue, NIMS, and PA Department of Health First Responder.

(f) **Fire Marshal.** In order to be eligible to hold the position of Fire Marshal, a Member must be a Member in good standing of the Department for a minimum of three (3) years and shall obtain the Fire Investigator I certification within two (2) years of appointment.

(g) **Fire Police Captain.** In order to be eligible to hold the position of Fire Police Captain, a Member must be a Member in good standing of the Department for a minimum of three (3) years, and shall be certified in Basic Fire Police, NIMS, and Hazmat Awareness level.

#### **Section 5.6 – Duties and Responsibilities of Individual Officers.**

(a) **President.** The President of the Department shall: (1) be the chief executive officer of the Department; (2) subject to the direction and control of the Membership, have general and active management of all of the business and affairs of the Department; (3) execute all documents requiring execution on behalf of the Department, except to the extent execution thereof is expressly delegated by the Department to some other officer or agent of the Department; (4) be charged with enforcement of these Bylaws; (5) be responsible for all aspects of the Department's administrative and financial functions; (6) sign all administrative paperwork involving the Department; (7) preside over all General Business Meetings, Special Business Meetings, Board of Directors Meetings and Administrative Officers Meetings; (8) except as set forth to the contrary in these Bylaws, have the privilege of vote; (9) report directly to the Membership; (10) be an ex-officio member of all Department Committees; (11) have the general powers and duties of supervision and management usually vested in the office of President; and (12) preserve order during the transaction of business.

(b) **Vice President.** The Vice President of the Department shall: (1) assist the President; (2) act in all cases for and as the President in the absence or incapacity of the President; and (3) report directly to the President; (4) be an ex-officio member of all Department Committees, and (5) perform such duties as the President may delegate from time to time.

(c) **Secretary.** The Secretary of the Department shall: (1) attend all Board of Directors Meetings, Administrative Officers Meetings, General Business Meetings and Special Business Meetings, act as clerk thereof, and record all of the votes of the Department and the minutes of all of its transactions in a book to be kept for that purpose; (2) make the records of the Department available for inspection by Members in good standing or at meetings as required for clarification; (3) preserve all records of the Department, including but not limited to books, papers, discs and electronic storage; (4) not remove or

permit the removal of Department books and records without the prior written consent of the Board of Directors; (5) retrieve, or cause to be retrieved, all Department mail and distribute as necessary; (6) give, or cause to be given, notice of all meetings of the Members, the Board of Director, and the Administrative Officers; (7) provide applicants with notice of acceptance or rejection of membership in the Department within one (1) week of such acceptance or rejection; (8) provide each new Member with his or her membership card and a copy of these Bylaws, and obtain an executed receipt therefor; (9) post written notice of General Business Meetings and Special Business Meetings at a conspicuous place at each Department Fire Station at least forty-eight (48) hours prior to said meeting; (10) make available, within ten (10) business days, the minutes of each meeting of the Members and of the Board of Directors in a designated place at each Department Fire Station for Members to read; (11) maintain a complete and accurate list of all Members and all officers, and call the same at every meeting and note all absences; (12) maintain a record of all suspensions and expulsions and notify the Fire Chief of any Member who has been suspended or expelled; (13) assist in the preparation of all audits of the Department; (14) report directly to the President; (15) perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall be; (16) keep in safe custody the corporate seal of the Department and, when authorized by the Board of Directors, affix the same to any instrument requiring it; (17) immediately upon the election or appointment of a successor in office, deliver all books and records under his or her charge to the successor or to the Department.

(d) **Treasurer.** The Treasurer shall: (1) collect all Department monies and disburse the funds of the Department as may be ordered by the Board of Directors, including but not limited to invoices, orders, utility bills, salaries of employees, if applicable, and normal operating expenses of the Department, taking proper vouchers for each such disbursement; (2) keep true, full and accurate accounts of receipts and disbursements in books belonging to the Department; (3) keep all monies of the Department in a separate account(s) to the credit of the Department, in a banking institution licensed in the Commonwealth of Pennsylvania and selected by the Department from time to time; (4) act as a liaison between the Department and financial institutions; (5) render to the Directors, at the Board of Directors Meetings, and to the Members, at each General Business Meeting, and more frequently if requested by the President or the Board of Directors, an account of all of his or her transactions as Treasurer and of the financial condition of the Department; (6) preserve all financial records of the Department, including but not limited to books, papers, discs and electronic storage; (7) not remove or permit the removal of Department financial books and records without the prior written consent of the Board of Directors; (8) assist the President and the Fire Chief in the preparation and submission of an annual expense budget to the Township and the Borough for approval; (9) submit copies of each annual expense budget invoice to the Township and the Borough for reimbursement two (2) times each year; (10) assist in the preparation of all audits of the Department; (11) assist with any other financial affairs of the Department that may arise from time to time, including but not limited to federal, state and local tax issues, consultation with and assistance to the Department bookkeeper/accountant, and preparation of any and all documents necessary or required to comply with all federal, state and local laws, rules and regulations; (12) report directly to the President; and (13) immediately upon the election or appointment of a successor in office, deliver all monies, books and papers in his or her possession and under his or her charge to his or her successor or to the Department. The Treasurer shall be paid a stipend, the amount of which shall be determined as set forth in the annual Department budget.

(e) **Fire Chief.** The Fire Chief shall: (1) be the principal line officer of the Department; (2) subject to the control of the Membership, in general supervise and control all of the firefighting activities and equipment of the Department; (3) coordinate all public relations with the community and other agencies with the exception of fire prevention and education activities; (4) enforce and upgrade the Standard



Operating Guidelines; (5) have the authority to appoint certain officers of the Department as set forth in Subsection 5.4(b) of these Bylaws, immediately following his or her election; (6) not be required to fill all positions if he or she does not have properly qualified personnel to fill the positions; (7) be entitled to appoint replacements for vacancies during his or her term of office; provided, however, each appointment shall meet the requirements set forth from time to time in these Bylaws, in the Department's Standard Operating Guidelines and in all Township and Borough ordinances, rules and regulations; (8) be the liaison between the firefighting staff and the Board of Directors; (9) be considered the direct supervisor of the firefighting staff; (10) automatically, by virtue of his or her position as Fire Chief, be a member of the Board of Directors; and (11) report directly to the Membership.

**Section 5.7 – Administrative Officers.** The President, Vice President, Secretary and Treasurer shall collectively be known as the “Administrative Officers” of the Department and shall collectively have the following duties and responsibilities:

(a) Cause to be prepared an annual Department budget, containing an estimate of all receipts and disbursements, which shall be submitted to the general membership for approval. Such budget shall also include the cash position of the Department at the time of preparation of the same, and the estimated cash position at the end of the year.

(b) Approve all disbursements of money within the adopted annual Department budget. Expenditures of funds not included in the annual Department budget shall be submitted to the general membership and shall not be disbursed unless and until the general membership has approved each such expenditure.

(c) Cause the financial records of the Department to be audited annually.

(d) Designate the depository banking institution or institutions for the Department and invest any surplus funds.

(e) Secure the fidelity of each Administrative Officer of the Department, by bond or otherwise, in an amount equal to or greater than the net worth of the cash assets of the Department. The premium for each such fidelity shall be paid by the Department.

(f) Secure adequate fire, liability and life insurance covering Department Members, buildings, and equipment.

**Section 5.8 – Chief Officers.** The “Chief Officers” of the Department shall be considered the Fire Chief, the Deputy Fire Chiefs and the Assistant Fire Chiefs.

**Section 5.9 – Operational Officers.** The “Operational Officers” of the Department shall be considered the Fire Chief, the Deputy Fire Chiefs, the Assistant Fire Chiefs, the Captains, the Safety Officer, the Fire Marshal, and the Fire Police Captain. In addition to the duties as set forth in these Bylaws, additional duties may be assigned as set forth in Department's Standard Operating Guidelines.

**Section 5.10 - Vacancy of Elected Officers.** In the event of a vacancy in the office of President, the Vice President shall assume the office of President for the remaining term. In the event of a vacancy in the office of an Administrative Officer other than the President, the President shall appoint a successor to

complete the remaining term of such Administrative Officer.

In the event of a vacancy in the office of Fire Chief, the ranking Deputy Fire Chief shall assume the office of Fire Chief for the remaining term; and during such remaining term, the new Fire Chief shall have the authority to fill one (1) vacant position, but shall not have the authority to remove any existing Operational Officer except for disciplinary reasons.

## ARTICLE VI

### ELECTIONS

#### Section 6.1 – Nominations.

(a) **Election Board.** Each year, an Election Board shall be appointed by the President at the August General Business Meeting. The Election Board shall consist of a judge and two (2) inspectors, and one (1) member of the Election Board shall be from each Department Fire Station.

(b) **Nominations for Fire Chief.** Nominations for the position of Fire Chief shall open on the second (2nd) Monday in September of each year and shall remain open for fourteen (14) days. If the position of Fire Chief is contested, the Election Board shall, during the first (1st) week of October of such year, post each eligible candidate's credentials and participation rate percentage for General Business Meetings and other Department activities for the year at a conspicuous place at each Department Fire Station. Any Member who desires to run for the position of Fire Chief shall notify the Election Board in Writing during such fourteen (14) day nomination period. Nominations shall be closed at the conclusion of such fourteen (14) day period. See Subsection (d) of this Section for details of posting.

(c) **Nominations for All Other Elected Officers and Directors.** Nominations for the position of all other Elected Officers and Directors shall open on the first (1st) Monday in November of each year and remain open for fourteen (14) days. The Election Board shall cause a list of all available positions to be and remain posted at a conspicuous place at each Department Fire Station during such fourteen (14) day period. Any Member who desires to run for any such position shall notify the Election Board in writing during such fourteen (14) day nomination period. Nominations shall be closed at the conclusion of such fourteen (14) day period.

(d) **Posting of Candidates.** The Election Board shall post, at a conspicuous place at each Department Fire Station, a list of eligible candidates for each contested position as an Elected Officer and Director of the Department on or before the fourth (4th) Monday in November of each year, which list shall include the eligibility of each candidate, including but not limited to years of service with the Department, years of active fire service to the Department, certifications, year-to-date training attendance, year-to-date incident attendance and year-to-date participation rate for General Business Meetings and other Department activities. Such listing shall remain posted until the election of such Elected Officers and Directors.

#### Section 6.2 – Elections.

(a) **Fire Chief.** The election for Fire Chief shall be held on the second (2nd) Monday in October of each year. Only Active Members who are present at such meeting and have a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Business Meetings and other Department activities as of the last day of September of such calendar year shall be eligible to

vote for Fire Chief. The eligible candidate for Fire Chief having the highest number of votes shall be elected as Fire Chief for the immediately following calendar year.

(b) **Assistant Fire Chiefs.** The election for the three (3) Assistant Fire Chiefs, one for each Department Fire Station, shall be held on the second Monday in December of each year. Only Active Members who (1) are present at such meeting, (2) have a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Business Meetings and other Department activities as of the last day of November of such calendar year, and (3) are assigned to the Department Fire Station for which such candidate is running for the office of Assistant Fire Chief, shall be eligible to vote for the Assistant Fire Chief of such Department Fire Station. The eligible candidate for each Assistant Fire Chief having the highest number of votes shall be elected as such Assistant Fire Chief for the immediately following calendar year. The Department Fire Chief will only vote in the Assistant Fire Chief elections if there is a tie between candidates. The Deputy Fire Chiefs will vote in the Assistant Fire Chief election at the station to which he or she would be assigned were he or she not a Deputy Chief.

(c) **All Other Elected Officers.** The election for all other Elected Officers shall be held at the General Business Meeting in December of each year. Only Active Members who are present at such meeting and have a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Business Meetings and other Department activities as of the last day of November of such calendar year shall be eligible to vote for each Elected Officer other than the Fire Chief. The eligible candidate for each Elected Office other than Fire Chief having the highest number of votes shall be elected as such Elected Officer for the immediately following calendar year.

(d) **Directors.** The election for Directors shall be held at the General Business Meeting in December of each year. Only Active Members who are present at such meeting and have a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Business Meetings and other Department activities as of the last day of November of such calendar year shall be eligible to vote for Director. The eligible candidate for Director having the highest number of votes shall be elected as Director for a term as set forth in Article IV of these Bylaws.

(e) **Vote by President.** The President shall not vote in elections of Elected Officers and Directors.

(f) **Voting.** The Election Board shall sit at the voting table during the designated times for the election of Elected Officers and Directors by Active Members. The members of the Election Board shall permit only Active Members in good standing who meet all of the qualifications set forth in these Bylaws to register a vote. No person, including but not limited to any member of the Election Board, shall have any voice at the election table suggesting or directing Active Members as to how to cast any Active Member's vote.

(g) **Tie Vote in elections other than Assistant Chief.** A tie shall be decided by another vote pertaining only to those candidates involved in such tie, provided at least one (1) candidate was not involved in the tie and can be removed from consideration. If all candidates are involved in the tie, the President shall cast the tie-breaking vote. If the President is running for such elected position, the Vice President shall cast the tie-breaking vote. If the President and the Vice President are running for such elected position, the Treasurer shall cast the tie-breaking vote. If the President, the Vice President and the Treasurer are running for such elected position, the Secretary shall cast the tie-breaking vote.

## ARTICLE VII

## MEETINGS

**Section 7.1 – Place of Meetings.** Meetings shall be held at the registered office of the Department or at such other place or places as may from time to time be fixed by the Board of Directors.

**Section 7.2 – General Business Meetings.** The Department shall conduct a monthly general business meeting of the Members (“General Business Meeting”) on the last Monday of each month, if not a legal holiday, and if a legal holiday, then on the immediately following Monday, at 8:00 P.M. EST immediately following the truck inspection. The President may change the schedule of a General Business Meeting, if a conflict arises. All Department business may be discussed at General Business Meetings. All Department Members are strongly encouraged to attend each General Business Meeting.

The President, or in the absence of the President, the Vice President, shall preside over each General Business Meeting. If the President and the Vice President are not present, the Secretary shall preside over the General Business Meeting.

**Section 7.3 – Special Business Meetings.** The Department may conduct a special business meeting of the Members (“Special Business Meeting”) on any evening at the discretion of the President, the Vice President or the Chief. Each Special Business Meeting shall be confined to those matters for which the Special Business Meeting was called. Notice of each Special Business Meeting shall be given, by or at the direction of the Secretary, to the Members entitled to vote at least one (1) week prior to such Special Business Meeting, unless the Special Business Meeting is specifically for emergencies pertaining to fire equipment, the fire stations, or Department personnel. A Notice of each Special Business Meeting shall state the date, time and the nature of the business to be transacted, and shall be posted in a conspicuous place at each fire station not less than forty-eight (48) hours prior to the date and time of such Special Business Meeting; provided, however, such posting requirement may be waived if the Special Business Meeting is specifically for any emergency matter pertaining to fire equipment, the fire stations or Department personnel.

The order of business at each Special Business Meeting shall be as follows:

1. Roll call of officers.
2. Transaction of special business.
3. Adjournment.

**Section 7.4 – Meetings of Administrative Officers.** Monthly meetings of the Administrative Officers shall be conducted monthly, at a date and time to be posted in a conspicuous place at each fire station not less than one (1) month prior to such monthly meeting. The President may change the schedule of an Administrative Officers Meeting if a conflict arises. All Administrative Officers should attend. Any active member may bring business to the Administrative Officers Meeting by contacting the President at least twenty-four (24) hours in advance of that Meeting with a written description of the matter intended to be brought before the Administrative Officers at that next Meeting. To ensure coordination and effective management of the Department, at least one Administrative Officer shall attend each monthly meeting of the Operational Officers.

**Section 7.5 – Meetings of Operational Officers.** Monthly meetings of the Operational Officers shall be conducted monthly, at a date and time based upon the availability of the Operational Officers.

Notice of each monthly meeting of the Operational Officers shall be posted on a Department-maintained calendar not less than seven (7) day prior to such monthly meeting of the Operational Officers. The Chief has the discretion to schedule meetings without notice in the event of an emergency, as solely determined by the Fire Chief. Attendance by a majority of the Operational Officers in office at any meeting of the Operational Officers shall constitute a quorum for the transaction of business.

**Section 7.6 – Quorum, Voting and Attendance.** A minimum of twenty (20) Active Members entitled to vote shall constitute a quorum at each General Business Meeting and each Special Business Meeting for the transaction of business.

Only Active Members and Fire Police Members who have a minimum participation rate of thirty-three percent (33%) for General Business Meetings, Special Business Meetings and other Department activities shall be entitled to vote on Department business, including but not limited to elections. Voting eligibility at any January meeting shall be based upon such Active Member's or Fire Police Member's participation rate during the prior calendar year; and for all other months, voting eligibility shall be based upon such Active Member's or Fire Police Member's participation rate from the beginning of the current calendar year until the end of the month immediately prior to such meeting.

Except as otherwise set forth in these Bylaws to the contrary, motions from the floor, when acted upon in the presence of a quorum, shall be considered approved when greater than fifty percent (50%) of the votes cast are in the affirmative.

Each motion that involves limiting or closing debate, suspending or modifying a rule or order previously adopted, terminating or suspending membership, terminating or suspending an officer, closing nominations or the polls, preventing the introduction of a motion, or the expenditure of more than Five Thousand Dollars (\$5,000.00) shall only be considered approved when, with a quorum being present, a minimum of two-thirds (2/3rds) of the votes cast are in the affirmative.

Unless a motion to suspend the rules is passed, all motions shall be raised as New Business and shall not be voted upon until being raised either as Old Business at the next General Business Meeting or at a Special Business Meeting called for that purpose.

An attendance sheet stating the names of each Member present at each meeting shall be included with the minutes of such meeting.

Each member entitled to vote shall, except as otherwise provided in these Bylaws, be entitled to cast one (1) vote on each question presented. At all meetings, voting shall be by show of hands, except that a written ballot shall be used whenever requested by motion, second and approval of those Members entitled to vote. No proxies shall be used except as otherwise provided by these Bylaws.

Members unable to attend a Department business or committee meeting in person may participate by means of video or teleconferencing. Members should notify the President or Committee Chairperson of their desire to participate via such technology two weeks prior to the scheduled meeting. Voting members unable to be present via such technology for the election of Chief, an Assistant Chief, or any of the elected Administrative Officers may petition the Administration Team two weeks prior to the election for an absentee ballot. (The Administration Team may grant an absentee ballot request for just cause with less than a two-week notice, but never with less than 48 hours.) The completed absentee ballot must be hand delivered to a member of the Election Board in a sealed envelope (noting the office being voted upon) prior

to the election and will not be opened until the election is conducted and the ballots are being counted.

**Section 7.7 – Order of Business.** Except as set forth herein to the contrary, the order of business at each meeting of the Members shall be as follows:

1. Call to order
2. Roll call of Elected Officers
3. Roll call of Members present
4. Approval of the Minutes of the previous meeting
5. Treasurer’s Report
6. Fund Drive Report
7. Relief Association Report
8. Building Coordinator’s Report
9. Chief Engineer’s Report
10. Training Report
11. Fire Prevention/Public Relations Report
12. Fire Police Report
13. Reports of Standing Committees
14. Reports of Ad Hoc Committees
15. Special Orders
16. Announcements
17. Old Business
18. New Business
19. Fire Chief’s and Operational Officers’ Report
20. Adjournment

## **ARTICLE VIII**

### **COMMITTEES**

**Section 8.1 - Standing Committees.** The Department may maintain a policy establishing and specifying the duties of each Standing Committee of the Department (“Standing Committee”). The duties and responsibilities and the day-to-day reporting structure of each Standing Committee shall be as established from time to time by the President. The Standing Committees may include the By-Law Committee, Standard Operating Guidelines Committee, Open House Committee, Entertainment Committee, Recruitment Committee, and Finance Committee.

#### **Section 8.2 – Ad Hoc Committees**

(a) The President may establish such other Committees and establish the duties and responsibilities of each such other Committee as may from time to time be expedient or desirable to fill the needs of the Department.

(b) The Fire Chief may establish such other Committees as may be expedient or desirable to fill the operational needs of the Department.

**Section 8.3 – Committee Responsibilities and Reporting.** Each Committee of the Department,

as established from time to time, shall be responsible to, and shall report its affairs and business on a regular basis to, the Department at each General Business Meeting.

**Section 8.4 – Committee Powers.** Each Committee of the Department is empowered to advise the Department on matters relevant to such Committee and to execute the will of the Department. No Committee holds any direct authority on expenditures and matters of policy, which authority on such matters is exclusively retained by the Active Members of the Department, or as otherwise specified in these Bylaws.

**Section 8.5 – Committee Membership.** All Members are eligible to serve on Committees.

No Committee has a set number of members. Should more Members than permitted desire to serve on a Committee with a set number of members, the President shall select the Committee members.

The President and the Vice President shall be ex-officio members of each Department Committee. When acting in such capacity, the President and the Vice President shall not be subject to, nor counted towards, any Committee membership requirement.

**Section 8.6 – Committee Chairpersons.**

(a) **Standing Committees.** Each Standing Committee shall have one (1) Chairperson, who shall be selected by the Committee members, subject to the approval of the President.

(b) **Ad Hoc Committees.** The Chairperson of each *ad hoc* Committee shall be selected by the individual appointing said Committee.

## ARTICLE IX

### PURCHASES; TRANSACTION OF BUSINESS

**Section 9.1 – Purchases Included in Annual Budget.** The Administrative Officers shall have authority to approve for payment any invoice for any item included in the annual Department budget previously approved by the membership.

**Section 9.2 – Emergency Purchases.** In the event of an emergency pertaining to fire equipment, a Department Fire Station or Department personnel, the Administrative Officers shall, by unanimous vote, have authority to authorize expenditure for a non-budgeted item without approval of such expenditure by the Members entitled to vote at a General Business Meeting. In the event of an emergency purchase, the necessity and amount of the emergency purchase shall be discussed and the purchase ratified at the next General Business Meeting.

**Section 9.3 – Real Property.** The Department shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by (a) a vote of a minimum of two-thirds (2/3rds) of the members in office of the Board of Directors, and (b) the affirmative vote of a minimum of two-thirds (2/3rds) of the votes cast at a General Business Meeting, with a quorum being present. As set forth above, there must be a minimum of two-thirds (2/3rds) of both the Board of Directors and the membership at a General Business Meeting.

**Section 9.4 – Additional Policies Regarding Purchases.** The Department may, pursuant to Section 12.3 of these Bylaws, establish a policy granting individual Officers or members of the Department authority to approve certain purchases; provided, however, such policy shall be in writing and shall specify any and all restrictions established with regard to the amount, type and/or frequency of such purchases.

**Section 9.5 – Other Purchases.** All other purchases require the approval by a majority of the Members present and entitled to vote, with a quorum present, at any General Business Meeting or Special Business Meeting.

**Section 9.6 – Income.** Whenever the lawful activities of the Department involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Department, and in no case shall be divided or distributed in any manner whatsoever among the Members, Directors or officers of the Department.

**Section 9.7 – Checks.** All checks or demands for money and notes of the Department shall require two authorized signatures, one (1) of whom shall be the Treasurer, and the second of which shall be any other authorized signatory of the Department. Each year the authorized signatories shall be listed in the Department minutes.

**Section 9.8 – Funds.** It shall be the duty of the Finance/Investment Committee, in conjunction with the Treasurer, upon approval by the Department, to invest the funds of the Department as set forth in this Section. The Treasurer shall make bi-annual financial reports to the Department, or more frequently if requested by the Department. All funds of the Department shall be invested to the best possible advantage, in a checking account, savings account or other investments as approved by the Department in accordance with the Auditor General's Office of the Commonwealth of Pennsylvania.

**Section 9.9 – Audits.**

(a) **Certified Public Accountant.** The Department shall retain the services of an independent certified public accountant to perform an annual audit of the operations and finances of the Department.

**ARTICLE X**

**ANNUAL REPORT**

**Section 10.1 – Annual Report.** The Treasurer shall present annually to the Members a report which may also be shared with the Lower Macungie Township & Alburtis Borough Officers showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Department as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Department, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with



respect to each trust fund held by or for the Department.

(d) The expenses or disbursements of the Department, 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 Department.

**Section 10.2 -- Fire Chief.** The Fire Chief shall present annually to the Members a report on the State of the Department which will include a summary of the number of active FireFighters and Fire Police in the Department as well as training received and the number and types of calls to which the Department responded in the past year as well as any other pertinent information related to Department Operations. This report may also be shared with the Lower Macungie Township and Alburdis Borough Officers.

**Section 10.3 -- President & Administrative Officers** The President and the Administrative Team may also prepare a report annually for the members summarizing the goals and accomplishments of the Department during the past year and any significant events during that period as well as goals for the coming year.

## ARTICLE XI - NOTICES

**Section 11.1 – Manner of Notice.** Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, to his or her address appearing on the books of the Department, or, in the case of the Directors, supplied by him or her to the Department for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these Bylaws.

**Section 11.2 – Waiver of Notice.** Whenever any written notice is required to be given under the provisions of any applicable statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a Special Business Meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE XII

### GUIDELINES, POLICIES, STANDARDS AND PROCEDURES

**Section 12.1 – Standard Operating Guidelines.** The Department shall maintain Department Standard Operating Guidelines, which shall define guidelines for the emergency responses of the Department, the fireground duties of Officers and Members, the qualifications and training requirements for various fireground roles, and the distribution and maintenance of Department property for the purpose of emergency responses. Copies of the Department Standard Operating Guidelines are available as a

resource and are located in each of the Department's fire stations.

**Section 12.2 – Compliance with Applicable Laws.** The Department shall endeavor to comply with all applicable federal, state and local ordinances, laws, statutes, rules, regulations and standards (“Applicable Laws”).

**Section 12.3 – Additional Policies, Guidelines, Standards and Procedures.** The Department may, by affirmative vote by a majority of the Members present and entitled to vote, with a quorum present, at any General Business Meeting or Special Business Meeting, with proper prior written notice to the Members, establish additional written policies, guidelines, standards and/or procedures to further guide the actions of the Department and its Members, Directors and Officers, provided such additional written policies, guidelines, standards and/or procedures do not conflict with the Standard Operating Guidelines, these Bylaws or any Applicable Law. Once approved, each additional written policy, guideline, standard and/or procedure may be modified by affirmative vote of a minimum of two-thirds (2/3rds) of the Members present and entitled to vote, with a quorum present, at any General Business Meeting or Special Business Meeting, upon proper prior written notice to the Members.

**Section 12.4 – Member Compliance.** Each Member is responsible for compliance with the Standard Operating Guidelines and each additional Department policy, guideline, standard and procedure duly established. Each Member should endeavor to review on at least an annual basis the Standard Operating Guidelines.

**Section 12.5 – Maintenance.** The Standard Operating Guidelines and each additional Department policy, guideline, standard and procedure duly established shall be kept and maintained in one (1) location at each fire station, and shall be available for review and/or examination by each Member. It shall be the responsibility of the Secretary to maintain complete and accurate copies of the Standard Operating Guidelines and all additional Department policies, guidelines, standards and procedures currently in effect.

**Section 12.6 – Conflict of Interest Policy.** The Department shall maintain, in accordance with the procedures set forth in Section 12.3 above, a Conflict of Interest Policy detailing the expected behavior of its Members, Directors and Officers when any actual or potential conflict exists between their respective personal, professional and/or business interests and the interests of the Department.

**Section 12.7 – Minimum Participation Requirements.** Each Member who fails to maintain a minimum participation rate of ten percent (10%) for Department incidents unless otherwise excused by the President, scheduled training sessions, scheduled meetings and scheduled details, as set forth in Section 12.8 below, for a six (6) month period (January through and including June or July through and including December) shall be notified of such failure with a warning letter; and thereafter if such Member fails to maintain a minimum participation rate of ten percent (10%) during the immediately following six (6) month period (July through and including December or January through and including June, respectively), his or her membership shall be terminated. Terminated members shall be notified of such termination and the requirement that he or she shall immediately return all Department issued property to the Department.

**Section 12.8 – Calculation of Participation.** Each Member shall receive one (1) point (attendance credit) for each Department incident, scheduled training session, scheduled meeting and scheduled detail attended by such Member.

A Member who has additional responsibilities and/or attends outside training sessions shall receive

one (1) point for each time additional Department service that was performed and/or outside training session that was attended by such Member. It is the responsibility of each Member to properly record in the established department format (currently electronic daily log) a report for the approval of the designated LMFD Chief..

A record of each Member's participation shall be posted monthly on the bulletin board at each Department Fire Station. The participation percentage for each Member shall be calculated by totaling such Member's year-to-date accumulated participation points, divided by the year-to-date total number of fire calls for such Member's assigned station and weekly training sessions, excluding calls and trainings that occurred while the such Member was on Inactive status. Calls and training sessions that occurred prior to a Member joining the Department, or while the Member was on Probationary, Support, or Junior status, shall be included.

If any Member disputes or contests his or her participation record, he or she shall submit in writing to the President the nature of his or her dispute or contest and his or her position on such issue. That issue will then be submitted to the President and the Fire Chief for a decision. In the event the Member is dissatisfied with the decision of the President and the Fire Chief, such Member may submit his or her dispute or contest to the Board of Appeals, to be decided pursuant to the procedure described in Section 12.9 below, whose decision on the issues raised shall be final and binding upon the Member and the Department.

**Section 12.9 – Administration of Penalties for Infractions.** The terms and conditions of these Bylaws, the Standard Operating Guidelines, and all other Department policies, guidelines, standards and/or procedures, as established and/or amended from time to time, shall constitute the general rules of conduct for all Members of the Department, and each infraction thereof shall be reported to the President or the Fire Chief, as appropriate. The President and/or the Fire Chief shall be entitled to impose a penalty upon a Member who has failed to comply with these Bylaws, the Standard Operating Guidelines, and all other Department policies, guidelines, standards and/or procedures as established from time to time.

If the Member upon whom such penalty is imposed believes that the penalty imposed upon him or her is unjust, such Member may file a written appeal to such penalty to the President within seven (7) days of imposition of such penalty. Upon receipt of a written appeal, the President shall direct a Board of Appeals to be elected, by majority vote of the Members present and entitled to vote, on the immediately following Monday evening, at either a Special Business Meeting called for such purpose or a General Business Meeting, if already so scheduled. Any penalty originally imposed by the President and/or the Fire Chief shall be suspended until the Board of Appeals has made its decision.

The Board of Appeals shall consist of the following: one (1) Chief Officer, one (1) Operational Officer (other than the appointed Chief Officer), one (1) Administrative Officer, and two (2) firefighters who are Active Members; provided, however, neither the Fire Chief nor the President shall be a member of the Board of Appeals. The Board of Appeals shall meet within fourteen (14) days of the written appeal and render a decision within seven (7) days of such meeting. The decision of the Board of Appeals is final and binding. No member subject to the imposition of any penalty shall have the right to have counsel present or attend any hearing or meetings of Department.

If a criminal charge (Misdemeanor or Felony) or any motor code violation involving driving under the influence of alcohol or any controlled substance is filed by the Commonwealth of Pennsylvania or any other governmental agency against a Member, such Member shall immediately notify the President and/or the Fire Chief thereof. In such event or in the event that the Member fails to notify the President and/or the

Fire Chief of an arrest of which the Department becomes aware of, the Member may be immediately suspended pending the outcome of the proceedings brought against such Member, provided, however, such suspension must be approved by both the President and the Fire Chief (with a deadlock being broken by the additional participation in the decision making process by the Vice President, the Secretary and the Deputy Chiefs). If the Member appeals the penalty imposed pursuant to this Paragraph, the Board of Appeals shall be elected, by majority vote of the Members present and entitled to vote, at the immediately following Department training night, and shall meet within seventy two (72) hours of such election. The suspension shall remain in full force and effect until the Board of Appeals has made its decision.

## ARTICLE XIII

### BOOKS AND RECORDS

**Section 13.1 – Required Records.** The Department shall keep an original or duplicate record of the proceedings of the Members and the Board of Directors, the original or a copy of these Bylaws, including all amendments thereto to date, certified by the Secretary of the Department, and an original or a duplicate membership register, giving the names of the Members, and showing their respective addresses, entitlement to vote, and other details of the membership of each. The Department shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Department in this Commonwealth, or at its principal place of business wherever situated.

**Section 13.1 – Right of Inspection.** Every Member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the Members and the Board of Directors. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Member. The demand under oath shall be directed to the Department at its registered office in this Commonwealth or at its principal place of business wherever situated.

**Section 13.3 – Financial Papers.** The Board of Directors shall have charge and custody of all financial papers of the Department. The Directors shall place, or cause to be placed, said securities in a safe deposit box in a banking institution licensed in the Commonwealth of Pennsylvania or in the Department safe, as designated by the Department from time to time.

## ARTICLE XIV

### MISCELLANEOUS

**Section 14.1 – Parliamentary Procedure.** Robert's Rules of Order, as amended from time to time, shall, when not inconsistent with the provisions of these Bylaws, govern the Department in all of its affairs.

**Section 14.2 – Gender/Number.** When the sense so requires, words of any gender used in these Bylaws shall be held to include any other gender and words in the singular number shall be held to include the plural and vice versa. All pronouns and adjectives and any variations thereof used herein shall be deemed to refer to the masculine, feminine, neuter, single and plural as the identity of the person or persons may require.

**Section 14.3. Use of Conference Telephone and Similar Equipment.** One or more persons may

participate in a meeting of the Board of Directors or of a Department Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

#### **Section 14.4 – Addition of Fire Company.**

(a) In the event a fire company desires to join, merge into and become a part of the Department, the proposed merger shall require the affirmative vote of a minimum of seventy-five percent (75%) of the Members present and entitled to vote, with a quorum present, at a Special Business Meeting called for said purpose.

(b) At the time of the merger, the merging fire company shall transfer all of its assets, including but not limited to firefighting equipment and other property, to the Department.

(c) At the time of the merger, the merging fire company shall reimburse the Department for a proportional share of consolidation expenses incurred in connection with such merger. The percentage of the proportional share shall be determined by the Elected Officers of the Department.

(d) The merging fire company shall submit to the Department any and all financial, personnel and other information as may be requested by the Department to determine the feasibility of such merger.

(e) To the extent the Department is funded by a fire tax enacted by a supporting municipality, the merger shall require the prior written consent of the supporting municipality.

### **ARTICLE XV**

#### **INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

#### **Section 15.1 – Scope of Indemnification.**

(a) **Indemnification Policy.** The Department shall indemnify any Liability incurred in connection with any Proceeding in which an Eligible Person may be involved as a party or otherwise by reason of the fact that such person is or was serving in an Indemnified Capacity:

(1) when and to the extent indemnification is required by applicable law, and

(2) when and to the extent the Board of Directors has approved such indemnification, and

(3) with respect to any Proceeding referred to in 15 PA C.S. §1741 (pertaining to third party action), when and to the extent such person is acting in good faith, within the scope of his or her authority and in a manner in which he or she reasonably believes to be in the best interests of the Department.

(b) **Partial Payment.** If an Eligible Person is entitled pursuant to this Article to

indemnification in respect of a portion, but not all, of any Liability to which such person may be subject, the Department shall indemnify such Eligible Person to the extent that such person is entitled to indemnification.

(c) **Presumption.** The termination of a Proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the Eligible Person is not entitled to indemnification.

(d) **Definitions.** For purposes of this Article:

(1) “Eligible Person” means any officer or Director of the Department, any other person acting under the direction of the Board of Directors, and any other person designated as an Eligible Person by the Board of Directors (which may include, but is not limited to, any person serving at the request of the Department, as a Director, officer, employee, agent, fiduciary or Director of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(2) “Indemnified Capacity” means any and all past, present and future service by an Eligible Person in one (1) or more capacities as a Director, officer, employee or agent of the Department, or at the request of the Department, as a Director, officer, employee, agent, fiduciary or Director of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(3) “Liability” means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including attorneys’ fees and disbursements); and

(4) “Proceeding” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Department, a class of its securities holders or otherwise.

**Section 15.2 – Proceedings Initiated by Eligible Person.** Notwithstanding any other provision of this Article, the Department shall not indemnify an Eligible Person for any Liability incurred in a Proceeding initiated (which shall not be deemed to include counterclaims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification, unless such initiation of or participation in the Proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Directors in office, with the person seeking indemnification abstaining from such vote. This Section does not apply to a reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 15.6 or otherwise successfully prosecuting or defending the rights of an Eligible Person granted by or pursuant to this Article.

**Section 15.3 – Reimbursement of Expenses; Advancing Expenses.** The Department shall reimburse the expenses (including attorneys’ fees and disbursements) incurred in good faith by an indemnified representative upon the final disposition of a proceeding described in Section 15.1 or the initiation of or participation in which is authorized pursuant to Section 15.2 if it is ultimately determined pursuant to Section 15.6 that such person is entitled to be indemnified by the Department pursuant to this Article. In addition, the Department may, in the Department’s sole discretion, pay the expenses (including attorneys’ fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 15.1 or the initiation of or participation in which

is authorized pursuant to Section 15.2 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 15.6 that such person is not entitled to be indemnified by the Department pursuant to this Article.

**Section 15.4 - Securing of Indemnification Obligations.** To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Department may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, pledge or grant a security interest in any assets or properties of the Department, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and Directors and shall not be subject to voidability.

**Section 15.5 – Payment of Indemnification.**

(a) **Indemnification Requiring Board Authorization.** The Eligible Person shall deliver a written request for indemnification to the Secretary of the Department. Within thirty (30) days of the Secretary's receipt of such written request, the Board of Directors shall entertain such request and advise the person making such request of its decision regarding indemnification. Nothing contained in this Article or otherwise shall be deemed to require indemnification other than as required by applicable law. An interested Director shall not vote on indemnification with respect to any Proceeding to which he or she is a party or in which he or she has a financial interest.

**Section 15.6 – Arbitration.**

(a) **General Rule.** Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article, except with respect to indemnification for liabilities arising under the Securities Act of 1933 that the Department has undertaken to submit to a court for adjudication, shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the Department are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three (3) arbitrators, one (1) of whom shall be selected by the Department, the second of whom shall be selected by the Eligible Person and third of whom shall be selected by the other two (2) arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, or if one (1) of the parties fails or refuses to select an arbitrator, or if the arbitrators selected by the Department and the Eligible Person cannot agree on the selection of the third arbitrator within thirty (30) days after such time as the Department and the Eligible Person have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area.

(b) **Burden of Proof.** The party or parties challenging the right of an Eligible Person to the benefits of this Article shall have the burden of proof.

(c) **Expenses.** The Department shall reimburse an Eligible Person for the expenses (including attorneys' fees and disbursements) incurred to the extent that the arbitrators shall so require.

(d) **Effect.** Any award entered by the arbitrators shall be final, binding and non-appealable, and judgment may be entered thereon by any party in accordance with applicable law in any

court of competent jurisdiction.

**Section 15.7 – Contribution.** If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the Department shall contribute to the Liabilities to which the Eligible Person may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

**Section 15.8 – Mandatory Indemnification of Eligible Persons.** To the extent that an Eligible Person has been successful on the merits or otherwise in defense of any claim or Proceeding referred to in 15 Pa. § C.S. 1741 or 1742 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

**Section 15.9 – Contract Rights; Amendment or Repeal.** All rights under this Article shall be deemed a contract between the Department and the Eligible Person pursuant to which the Department and each Eligible Person intend to be legally bound. Should this Article be repealed, amended or modified, the rights and obligations existing under this Article shall remain applicable for liabilities that arose prior the repeal, amendment or modification. Liabilities that arise after the repeal, amendment or modification shall be governed by the amended or modified Article. No other person or entity, including any insurance company, shall be a third party beneficiary of the provisions of this Article or have the right to enforce this Article or to be entitled to payment under this Article.

**Section 15.10 – Scope of Article.** The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, vote of Members or disinterested Directors or otherwise both as to action in an indemnification capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an Eligible Person in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

**Section 15.11 – Reliance of Provisions.** Each person who shall act as an Eligible Person of the Department shall be deemed to be doing so in reliance upon the rights provided in this Article.

**Section 15.12 – Interpretation.** The provisions of this Article are intended to constitute Bylaws authorized by 15 Pa. § C.S. 513 and 1746 and 42 Pa. § C.S. 8365.

**Section 15.13 – Dissolution.**

No part of the net earnings of the Department shall inure to the benefit of, or be distributable to its Members, officers 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 the Department purposes.

No substantial part of the activities of the Department shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Department shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Department shall not carry on any other activities not permitted to be carried on (1) by a



corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

In the event the Department should be dissolved, any surplus remaining in all Department accounts after paying or satisfying all liabilities of the Department shall be distributed to such other organization(s) that are organized and operated exclusively for charitable, educational, religious or scientific purposes or other such uses as shall comply as an exempt organization under Section 501(c)(3) of the Code. The determination of the recipient of any remaining surplus shall be made by a majority vote of the Members of the Department entitled to vote.

## ARTICLE XVI

### AMENDMENT OF BYLAWS

**Section 16.1 – Amendment of Bylaws.** These Bylaws may be adopted, amended or repealed in accordance with the following three (3) meeting procedure, unless otherwise provided in Section 16.2 below:

(a) Any Active Member may propose adoption, amendment or repeal of these Bylaws at any General Business Meeting.

(b) The Bylaws Committee shall review the proposed adoption, amendment or repeal and make a recommendation to the Members at the immediately following (second) General Business Meeting.

(c) The final decision on said adoption, amendment or repeal of these Bylaws shall be made at the immediately following (third) General Business Meeting by affirmative vote of a minimum of two-thirds (2/3rds) of the Active Members present and entitled to vote, with a quorum present.

(d) Each bylaw, amendment or repeal so adopted and approved as set forth in this Section shall become effective immediately upon such approval.

**Section 16.2 - Urgency of Amendment of Bylaws.** In the event it is determined that adoption, amendment or repeal of these Bylaws is necessary or appropriate and there is considerable and reasonable time urgency such that the three (3) meeting process described in Section 16.1 above is not practical, and/or the delay resulting from following such procedure will potentially or likely result in harm to the Department or any Member(s), then upon joint motion made by a majority of the members of the Board of Directors, and approved by affirmative vote of a minimum of seventy-five percent (75%) of the Active Members present and entitled to vote, with a quorum present, at a General Business Meeting, such bylaw, amendment or repeal may be adopted; provided, however, prior written notice of such proposed bylaw, amendment or repeal of the proposed adoption thereof at such General Business Meeting shall have been provided to the Active Members prior to such General Business Meeting in accordance with the notice provisions set forth in these Bylaws.

**Section 16.3 – Posting of Bylaw Amendments.** For the benefit of the Members not present at the General Business Meeting at which a bylaw, amendment or repeal of these Bylaws is adopted, upon approval by the Active Members in accordance with the requirements set forth in this Article, such bylaw,

amendment or repeal shall be posted at each Department Fire Station for a minimum of one (1) month following such adoption.