

BYLAWS
OF
THE UNION CENTER FIRE COMPANY, INC.



Adopted March 6, 2006
Revised September 11, 2023

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ARTICLE I - Name, Offices and Definitions

Name. The name of the Corporation is The Union Center Fire Company, Inc., hereinafter referred to as the “Company”.

Offices. The principle office of the Company shall be in Union Center, Town of Union, County of Broome, State of New York. The Company may also have offices in such other places as the Board of Directors may, from time to time, appoint or the purposes of the Company may require.

Definitions. “Members” and “membership” as referred to herein, shall include all classes of members. Officers shall mean executive officers and officers of the Board of Directors, each being one in the same, but shall not include Line Officers. The “Company” is the corporation itself as regulated by these bylaws.

Wherever used herein and required by the context, the use of either gender shall include both genders.

For purposes of voting on any matter, the term “membership” shall require a vote of only those members in attendance at the meeting, unless otherwise stated in these bylaws (such as “the entire membership”).

These bylaws shall not apply to any paid staff, if any exist, and shall only grant rights and privileges to volunteers.

ARTICLE II - Purposes

The purposes for which the Company is organized are to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and within such limits:

1. To prevent and extinguish fires and to purchase and own engines, apparatus, hose, extinguishers, chemicals and appliances for use in putting out, extinguishing and preventing fires and conflagrations within Union Center and in any other area which the Company contracts for protection, and within any other area as permitted by law if so requested or under mutual aid agreement or other contract to do so;
2. To acquire real and personal property by purchase, gift, grant, devise and bequest and to hold or accept mortgages and dispose of the same for the particular objects of the Company as set forth in its Certificate of Incorporation;
3. To construct and maintain buildings for company use;
4. To do whatever is necessary to meet this purpose, if not prohibited by law, the certificate of incorporation, or these bylaws;
5. In accordance with the above, to have and exercise all powers available to fire companies and departments organized pursuant to the Not-for-Profit Corporation Law of the State of New York.

ARTICLE III - Fiscal/Operating Year

The fiscal year of the Company shall commence on the first day of March of each year and shall end on the last day of February.

ARTICLE IV - Membership

1. Classes of Membership

The Company shall have 4 classes of members. With the exception of Business Members, members may be in multiple classes but must meet the educational requirements of each class. All requests for class transfers must be submitted to the board and approved by the membership. Any timed requirements for a new class start when membership approves transfer.

- A. Auxiliary Member
- B. Business Member
- C. EMS Member
- D. Fire Member

2. Powers of Membership

The powers of any class of member may be limited, though not expanded, in the policies of the organization, but at a minimum, shall be as follows:

A. Auxiliary Member

Auxiliary members serve in a supporting function to the fire company. They have a right to voice, present and vote on all issues that pertain to the company with the exception of voting on Chiefs and Line Officers. The president, vice president, treasurer, and secretary of the Auxiliary may be elected by the Auxiliary members themselves, only for organizational purposes; they are not officers of the company.

B. Business Member

Business members have a right to voice, present and vote on all issues that pertain to the company with the exception of voting on Chiefs and Line Officers. In no event shall a business member be permitted to participate in emergencies, drills, training's, standbys, or similar events.

C. EMS Member

EMS members have a right to voice, present and vote on all issues that pertain to the company.

D. Fire Member

Fire members have a right to voice, present and vote on all issues that pertain to the company.

3. Status of Membership

Each class of membership shall have the following status and associated powers.

A. Active

Active Members are those persons who meet the qualifications for such status as

provided for in these bylaws and in the policies and guidelines of the Company.

i. Full Members

Unless otherwise stated in these bylaws, Active Members shall be eligible for election as a Director, Chief or Line Officer and shall be permitted to participate in committees and vote in committee proceedings. Members who are non-residents of the State of New York shall not be appointed or elected to any office. A Full Active member may vote if he meets those requirements as recited in paragraph 17 of Article IV ("Requirements for voting and record date for voting at all but the annual meeting"). Providing the member may vote, such member shall have the authority to vote on all matters brought to the members for a vote by the members, directors, officers or committees.

ii. Partial Members

A Partial Active Member is any Member who met the requirements of the Company's Required Service Policy to retain Active Member status, but did not meet the requirements of that policy to qualify as a Full Active Member. The requirements to qualify for Full and Partial Active Member Status shall be dictated by the Company's Required Service Policy, as may be amended from time-to-time.

Partial Members shall have all of the rights and privileges of Full Members, except that Partial Members shall not be permitted to vote in elections or other matters at the annual meeting.

iii. Members who have been in the company for less than 9 months

Members who have been in the company for less than 9 months may not vote at any meeting.

iv. Junior Members

Junior Members shall be those members who are sixteen or seventeen years of age. They may not operate emergency vehicles. They shall not be permitted to serve as line officers, directors, executive officers, or committee chairpersons.

v. Member not in good standing

These members have failed to meet those requirements as set out in these bylaws for Active Member Status. These members shall be allowed to speak and vote at Company meetings. These members shall be allowed to attend calls and trainings as allowed by the policies and guidelines of the Company.

B. Inactive

Inactive members are those members on a Leave of Absence or Life Members who no longer meet the qualifications for Active status.

Inactive members are not permitted to attend calls or participate in trainings. They shall not be permitted to vote at any meeting. They may not serve as Chiefs, Line Officers, Directors, or committee members.

All requests to return to Active status must be submitted to the Board of Directors and approved by the membership.

4. Honors

The following honors may be granted as described below.

A. Life Member

As recognition by the company, any member who has served at least twenty (20) active years in the Company according to records maintained by the statistician, each in good standing, shall be automatically granted Life Member status. Up to five (5) years served, as an active member in another fire company or fire department shall be credited in full towards the twenty (20) year requirement of this Company.

- i. Active Life Members - Life members who remain active shall have the same privileges as any active status member.
- ii. Inactive Life Members - Life members, who are not still active members, shall be permitted to attend all social functions. They may not vote at any meetings and shall not be permitted to serve as officers, board members or on any committee. They shall have a voice at all meetings. Inactive Life Members may be inactive forever.

B. Honorary Member

Anyone is eligible to be made an Honorary Member of our company. A majority of the members present at a regular or special meeting must approve the award or removal of such an honor. These honorees shall not be permitted to hold office or a directorship, serve on any committee or vote on any company matters. They shall not be permitted to attend calls or other emergencies, and shall not participate in training or drills. They shall be permitted to attend social events and functions.

5. Active Membership

A. Membership is not automatic. There is nothing that requires the acceptance of any applicant, but no applicant shall be rejected due to gender, race, sexual preference, ethnicity or religion. All active members must be at least eighteen (18) years of age, except that there may be persons at least sixteen (16) years of age and less than eighteen (18) years of age who are Junior Members. Junior Members must have parental consent to apply. All applicants must be of good moral character and be able to meet any other qualifications as stated in these bylaws. Unless otherwise stated in these bylaws, no person who has been expelled from the Company for any reason other than for failure to maintain the required residence, may reapply for membership.

B. Residence Requirement

Applicants for active membership must meet one of the following requirements to be eligible for membership:

- i. Resident of Union Center (residence shall be defined as a person's domicile); or
- ii. A resident of an area outside of Union Center in which the Company provides fire protection pursuant to a contract for cash consideration or for which negotiations for renewal of such a contract for cash consideration are pending;
or
- iii. A resident in the vicinity of Union Center or in the vicinity of territory in which the Company provides fire protection pursuant to contract for cash consideration. Vicinity shall be defined as a five-mile radius from either 1811 Union Center-Main Hwy or 1209 Taft Ave. Such map may be amended by majority vote of the members at any meeting, without having to present the amended map at any prior meeting; or
- iv. By reason of the location of the applicant's usual occupation, the applicant is available to render active service in the area listed in subparagraphs (B)(i) and (B)(ii).

C. Physical requirements

Applicants must be able to meet those physical and mental requirements as outlined in the Company's policies, except that the Company may permit service under limited conditions should the Company consent and the physician deem such service possible.

D. Education Requirements

The policies may set forth additional requirements for education of the members. At a minimum, Fire members must complete the basic firefighter course as set by the Office of Fire Prevention and Control of the Department of State, within two (2) years of their acceptance in the Company. Firefighters failing to successfully complete such course within such time shall be dismissed from the Company without a hearing. No excuses for such failure are acceptable. EMS members shall begin a Certified First Responder certification or higher no later than two (2) years after acceptance of membership into the Company, and complete such course within three (3) years after acceptance. Business and Auxiliary Members will complete required service and training necessary to maintain status as established by the company BOG's.

E. Procedure for Active Membership

All applications for active membership must be submitted on a form provided by the Company and must be signed by the applicant and one active member. The application may require a fee. The application shall be turned over to the Membership Committee. Within thirty (30) days of receiving such application the Committee shall examine the applicant's qualifications for membership and has the option of interviewing the applicant. The Membership Committee shall report its findings at the next regular meeting of the Company and render a recommendation for or against the grant of membership. The Membership shall consider the Committee's report and vote upon the grant of membership. A vote by the Active Members shall be conducted at that meeting and membership shall be granted if a majority of the Active Members present so decide. The Active members may also vote to table the vote pending the receipt of

additional information, but only once.

Persons whose application is rejected may reapply one year after notice of rejection was provided to the applicant.

F. Dues

All classes of membership are not required to pay any annual dues.

6. Dual Membership

A person shall not be eligible for volunteer membership in any other fire company or fire department at one time, unless after consultation with the Company's legal counsel, approval of the Chief, and majority vote by Board of Directors, multiple membership shall be opined to be within the law.

7. Prior Members

Prior members of the Company who were not expelled for cause may be eligible for reinstatement. However, since every person may have special circumstances regarding reinstatement, the applicant must comply with the same application requirements as any new member.

8. Arson

A person who has been convicted of arson in any degree shall not be eligible for membership. Upon application by any person for membership, the fire chief shall cause the applicant's background to be checked pursuant to section eight hundred thirty-seven-o of the Executive Law for a criminal history involving a conviction for arson. A copy of such law shall be maintained by the Company.

9. Other Requirements of Membership

Additional duties, prohibitions and requirements of membership may be set forth in the policies of the Company, but in no event may the policies take away any rights bestowed in these bylaws. Membership shall be continued only if members shall meet any and all such requirements as contained in these bylaws as well as the policies.

10. Exempt Member Status

Any member who has served at least five years in the Company and who has been in good standing for at least five years shall be entitled to a certificate as an Exempt Volunteer Fire Fighter in accordance with Section 200 (and those following it) of the General Municipal Law. The grant of Exempt Member Status shall not require any member to resign or lose any other privileges of membership. These bylaws shall also permit the grant of Exempt Status in accordance with any other provision of law. Privileges of Exempt Status shall be in accordance with those granted by law, if any.

11. Transfers from Other Companies

Any person shall be permitted to transfer from another Company to this Company, so long as that person can meet all of the requirements for membership as set forth in these bylaws and the policies of the Company. Unless the law and these bylaws state otherwise, such person shall relinquish the membership card of the other organization

at the time membership is granted in this Company. Any transfer member shall be given credit for time served as an active member in any other fire department or fire company, for all purposes under these bylaws, except that for requirements to serve as line officers, chiefs or a board member or executive officer, years served over one year shall count as only one year total of credit.

12. Termination of Active Membership and Removal of Member

In addition to the requirements and procedures stated in these bylaws, the policies of the Company may proscribe additional reasons for the termination, removal or suspension of membership, but such policies shall not abrogate or amend these bylaws. Status of active membership as to whether one may vote may also be determined by policy.

Reasons for termination:

A. Failure to adhere to residency requirements

Membership shall terminate when any volunteer member ceases to be a resident of such territory required for membership, except that the Company may authorize the member's continued membership where he notifies the secretary of the Company within 30 days of the actual cessation of residency:

- i. that he plans to change his residence to a territory which is not in such territory required for membership; and
- ii. that by reason of his residence in the vicinity of Union Center, or in an area which is provided fire protection pursuant to contract for a cash consideration by the Company, or by his usual occupation in such vicinity, he will be available to render active service as a volunteer fireman in Union Center and in that area under protection pursuant to contract.
- iii. The active members are required to vote on the continuation of membership in this instance, and only a simple majority of those members in attendance, presuming a quorum is present, shall be required for approval.

B. Failure to adhere to membership requirements

Punishment for a violation: The Board of Directors must first recommend a penalty, if any. If charges are filed, the member must be sent at least ten days notice to appear before the Board of Directors to present a plea or any facts that the member desires be considered before such vote is taken. The Board only has the power to recommend removal or other punishment. The recommendation is then given to the active membership, regardless of whether it is to remove or not to remove. The actual split of the vote of Board Members, if any, shall not be related to the membership unless requested by a member. A member shall only be removed by two-thirds (2/3) vote of the active members present. There shall be no appeal from the vote of the members. A member may reapply for membership after one year from the date of the removal.

C. Conviction of Arson

The membership of any member shall terminate immediately without a vote required if he is convicted of arson in any degree while a member.

D. Miscellaneous violations

A member may also be suspended or terminated upon the following:

- i. Breach of the bylaws
- ii. Breach of the policies
- iii. Insubordination, incompetence
- iv. Acting in a manner not-becoming of a member
- v. Conviction or plea to any felony, sexual related crime, violent crime, driving while impaired, child endangerment or theft/larceny.

13. Termination of Inactive Membership and Removal of Member

Membership for Inactive Members will be automatically converted to a resignation after one year (except for Inactive Life Members and members on military leave).

14. Resignations

A resignation from membership must be made in writing and addressed to the President, who will inform the membership at the same or the next regular meeting. No resignation will be accepted if the member still possesses any property belonging to the Company. In the event the member still holds property of the Company by the next regular meeting, the member shall be expelled from the Company without further due process.

15. Leaves of Absence

A leave of absence, once granted, shall render a member inactive and the member shall enjoy only those privileges of an inactive member for the duration of the leave. A member may request a leave of absence from the Board so long as the member is an active member. With the exception of leaves for military duty, no leave may be granted for more than one year, at which time the leave will be automatically converted to a permanent resignation. A member who is terminated for this reason may reapply for membership in the future. Any member on leave for a medical reason shall not return unless a physician has confirmed in writing that the member is physically and emotionally fit for active service. Military leaves shall have no maximum duration and the leave shall be counted towards a member's time with active service in the Company, except for qualifications for executive or line officer status.

ARTICLE V - Discipline

1. Temporary Suspension

The Chief shall have the ability to suspend a member until the next meeting of the Board of Directors or for thirty (30) days, whichever is sooner, for any action or omission which threatens patient or public safety or the safety of property. An incident commander shall be permitted to suspend a member in the interest of patient or public safety or the safety of property for up to forty-eight (48) hours. The Chief may continue the suspension until the next meeting of the Board of Directors or for thirty (30) days, whichever is sooner. The Chief also shall have the ability to lift the suspension upon review without submitting the incident to the Board of Directors for review. At the meeting of the Board of Directors, the Board may vote to continue the suspension for up to a total of two months only without any further action. A majority vote of the Board shall be required to suspend any member for up to a total of two months. The Board also may recommend that the member be permanently removed or suspended up to a year so long as it follows the procedures set forth under this Article under paragraph 3.

2. Suspended Member Restrictions

Members who are suspended may not, for the entire period of the suspension, attend any Company function other than is related to the affiliated hearing or investigation. Suspended members shall not in any way identify themselves as being affiliated with the Company, such as by wearing insignia or other marked clothing. Such members may not be present on Company's property or in its vehicles. No benefits or privileges of members may be exercised. Any violation of this rule shall permit the Board to continue the suspension for an appropriate period of time, up to an additional two months. Nothing shall prohibit a suspended member from exercising any rights available to him as a member of the public as if he were not a member.

3. Permanent Removal/Suspension for Cause

Permanent Removal for Cause or a long term suspension (up to one year maximum) shall be vested in the Active Membership. A removal or suspension for cause is one that does not involve a failure to adhere to membership requirements (such as attendance policies), but instead involves a breach of the bylaws or policies which is so severe that removal is the only proper punishment or means to protect the Company. A member may be suspended by the Chief or the Board of Directors by majority vote pending the outcome of the Membership vote. The procedure for a for-cause removal/suspension up to one year shall be as follows:

A. Initial Actions

The Chief shall report the suspension to the President of the Board within two days of the suspension, or if no suspension, of learning about the act or omission. Any five active members may also recommend to the Board, in writing, that a member be permanently removed or suspended up to one year. The President shall then convene the Board of Directors, and the Board shall determine whether or not it desires to

pursue permanent removal or a long term suspension. If at least two of the Board members desire to pursue a permanent removal or suspension up to one year, then the Board shall construct the charges. A vote of at least two Board members shall be required to construct each charge. The Board shall provide the charges to the President.

B. Notice and Hearing

The President shall provide the member a letter, by certified mail, which provides all charges alleged with specific dates. (See Appendix) Such notice shall provide the member with at least ten (10) days and no more than thirty (30) days notice of an administrative hearing. The member shall be advised that it is permitted to submit a written response at any time before the hearing. The notice shall also state the time and place of the hearing, and shall advise that the member may be represented by counsel. A hearing committee shall be appointed by the Board of Directors, and the chair of the hearing committee shall also be appointed by the Board of Directors. The notice shall also state the name of the Hearing Committee members. The member shall be afforded four days from receipt of the notice to object to the members of the Hearing Committee, but the only reasonable objection is that a member of the committee is biased or was a witness. Upon receiving an appropriate objection which the President deems reasonable, the President shall appoint a new member to the committee who is not objectionable and notice shall be promptly provided of the new member.

C. The hearing

At a hearing, the member will be permitted to present a defense to the charges. A hearing shall be recorded and not edited in any manner in writing, on audio tape or on video. The Hearing Committee will determine what the facts of the incident(s) are and will render a statement of facts for each charge. The member may present proof that could serve to mitigate any punishment if he desires. The Hearing Committee will then present its determination of the facts in a written decision to the member within one week of the hearing.

D. Appeal of the hearing

The member may appeal the determination of facts to the Board of Directors. A statement of the appeal must be presented to the Board of Directors within one week from the date the member received the decision. Upon a request for an appeal, the Board of Directors may affirm the factual findings, order a new hearing to answer any specific questions of fact deemed dispositive of the issues, or may issue its own statement of facts. There shall be no appeal from the statement of the Board of Directors. Should the hearing officer be a board member, he shall not participate in the appeal or any related discussion. Should the member not appeal, the Board must endorse the hearing officer's findings.

E. Vote by the voting membership

Once the facts are settled, either by the failure of the member to take an appeal or by action of the Board as outlined above, the Board shall submit the hearing officer's or Board's written decision of the facts to the active members, in accordance with the facts as written, and not with any other facts not in evidence. The active members shall be provided at least ten (10) days written notice of the meeting and shall be informed of

the purpose of the meeting. Notice of this meeting may be given before the Board actually held a hearing. The membership shall be provided only the facts of the hearing as provided in writing and the recommendation of the Board. Only active members may vote upon the punishment. No facts other than those in the written decision may be discussed at the vote. However, the active membership may consider the charged member's service record. The Board may provide the membership with a list of punishments to choose from, or only one punishment, depending on the Board's desire. A majority of the membership present at a meeting voting in favor of a punishment shall be required to impose such a punishment.

ARTICLE VI - Meetings

1. Regular Meetings

The regular meetings of the Company shall be scheduled for the first Monday of the month at 7:30 PM and shall continue until such meeting is properly closed by vote of the active members. In the event a legal holiday falls on that date, the meeting will be commenced upon the second Monday of that month, and so on. Meetings shall be held at Station 1, unless the Board of Directors provides notice that a meeting will be held at another place.

In the event that expected attendance at the next regularly scheduled monthly meeting will be less than required to hold such a meeting, the membership may authorize the movement of the meeting to the second Monday of that month by a vote of the eligible members in attendance at the current monthly meeting.

If the attendance at a meeting fails to provide the necessary voting quorum required to conduct business, an official meeting shall not be conducted. An informal discussion, following the normal order of business, may commence if the members present choose so, but no voting shall occur. Minutes shall be taken, documenting the attendance and topics discussed, but shall clearly state that an official meeting was not conducted. The normal monthly business meeting rhythm will continue with the next regularly scheduled meeting. (amended 9/11/2023)

2. Notice of Meetings

Notice of all regular meetings shall be provided to every member. Such notice shall state the place, date and hour of the meeting. If the meeting is a special meeting, the notice shall also state the purpose(s) of such meeting. The notice shall be given by first class mail, or e-mail, no less than ten nor more than fifty days before the date of the meeting. Mailed notices shall be deemed given when the notice is placed in the mailbox with prepaid postage thereon.

3. Order of Business

The normal order of business at regular meetings of the members:

- A. Opening, Pledge of Allegiance
- B. Prayer
- C. Approval of minutes from previous meeting
- D. Reading of the Treasurer's Report
- E. Bills and Communications
- F. Report of Board
- G. Reports of Officers
- H. Reports of Committees
- I. Election of Officers
- J. Election of Members

- K. Old Business
- L. New Business
- M. Refreshments for next meeting
- N. Adjournment

4. Requirements for voting and record date for voting at regular and special membership meetings

Unless otherwise stated in these bylaws, any Active Status Member may vote at any regular or special meeting on any such topic until such time as he fails to meet the requirements of active membership status. A list of active members shall be maintained by the secretary of the Company and produced upon request. The list shall be available prior to every member meeting.

5. Requirements for voting and record date for voting at the annual meeting

The policies may create requirements for limiting the voting rights of members at the annual meeting. The list of those members eligible to vote, if a vote is so limited to certain persons, shall be posted no later than thirty (30) days prior to the election. A member may object to the failure to be posted on such list. A written submission shall be submitted to the Secretary. The Board shall meet at any time prior to the annual meeting, and shall decide whether such person is eligible to vote at the annual meeting.

6. Annual Meeting

The annual meeting of the Company shall be held at the time and location chosen by the Board of Directors during the first Saturday in February.

7. Special Meetings

Special meetings of the Company may be called at any time by a majority of the seated members of the Board, the President or by enough members entitled to cast ten (10) per cent of the total number of votes entitled to be cast at such meeting. Those members, however, must demand such meeting in writing and specify therein the date and month of the meeting, such month being not less than two nor more than three months from the date of such written demand. The demand must also include the topic(s) to be discussed and/or voted upon at that meeting. No issue unrelated to that included in the demand shall be raised at the special meeting. The demand shall be presented to the Secretary of the Company. The Secretary shall then promptly give notice of such meeting to the members in accord with the customary manner for providing such notice. Should the Secretary fail to give such notice within five business days after receiving the demand, any member signing the demand may give such notice. The meeting shall be held at the usual place of regular meetings.

8. Section Associations

The Company may decide at any regular or special meeting of the members to join any one or more of the Sectional Fireman's Associations. In such a case, the Company shall elect a delegate and may authorize payment of the dues or make other arrangements for its delegates as the membership deems necessary.

9. Voting on affairs of Company by members permitted to vote
Unless otherwise stated in these bylaws, all votes requiring a vote of the members shall require a quorum at the meeting of active members permitted to vote and shall then be approved or rejected by a simple majority of those permitted to vote. In all such cases of votes of the membership at any regular, special or annual meeting, a quorum shall consist of the presence at the vote on any issue of at least five (5) active members. At any regular, special or annual member meeting the President may not vote, except that in the event of a tie during voting other than elections, the President shall break the tie. The President shall be counted in the quorum.
10. Meeting Minutes
Following each meeting the proposed minutes shall be sent to all members for approval and corrections, if necessary. Minutes shall be approved at the next meeting and then distributed to all members.
11. Absentee Ballots
Voting members may request absentee ballots from the Secretary if they expect to be absent from elections at a meeting. The absentee ballots are to be sealed in an envelope with the member's name on the outside and will be submitted to the Secretary. They will only be opened and counted as votes during the counting of the votes. If members wish, they may cancel their absentee ballots if they are present for the elections during a meeting. Members who submit absentee ballots but are not present at a meeting are not counted when determining a quorum.
12. Voting
 - A. All voting shall be by a show of hands, except for issues relating to one or more people (e.g., membership, elections, reimbursements), which shall be by secret ballot.
 - B. A vote shall be by secret ballot if requested by a member.

ARTICLE VII - Company Officers

1. Directors

A. Management. Management of the affairs of the Company shall be vested in the Board of Directors. The Board of Directors shall have control of the property of the Company and shall fix its policies with regard to membership and other requirements. The Board shall have the power to employ necessary staff and other help, authorize expenditures, and take all necessary and proper steps to carry out the purposes of this Company and to promote its best interest. The Board shall have the power to contract and purchase on behalf of the Company. The Board shall be responsible for the development and maintenance of all administrative and membership, firematic and rescue related policies and guidelines. The Board is authorized to approve any emergency action without consultation of the membership.

- i. Qualification. Each Director shall be at least 18 years of age, a citizen of the United States and a resident of the State of New York and be a voting member in good standing of the Company. A candidate must also have served two (2) years as an active member of this Company, in the last three (3) years, to be qualified to run for the position of Director. A candidate shall be given one (1) year credit for active membership in another company, excluding time as a probationary member. At most, two (2) Director positions may be occupied by Business and/or Auxiliary Members.
- ii. Restrictions. Unless otherwise stated in these bylaws, no person may serve as a Board member and a Chief or Line Officer at the same time with the exception of the Chief, who is an Ex-officio member of the Board.
- iii. Number and Term of Directors. The number of Directors constituting the entire Board of Directors shall be five (5). Each director shall be elected to a three year term. Director terms shall be staggered such that no more than two are elected in each year.

Executive Officers must be directors of the Company. The Board of Directors shall fill the Executive Officer positions, and they may reorganize at any time. The Executive Officers of this Company are the President, Vice-President, Secretary, and Treasurer. In addition, one Director shall be the Director at Large, who is not an Executive Officer.

- iv. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
- v. Removal of Directors. Any or all of the Directors may be removed for cause by a majority of the eligible voting membership. Notice of the meeting at which a removal will be conducted must include a statement in bold type letters that a

vote will be taken to remove a director, and must list which director(s). Notice shall be provided in the manner required by these bylaws.

- vi. Budget and Finances. The Treasurer shall prepare a budget to be presented to the Board of Directors for approval. Once approved, the Board may then spend, save or reserve the Company's funds within those line items. Any deviation from the line items within the budget shall be presented to the Board of Directors for approval. The Board shall present any proposed expenditure of over \$5,000.00 to the membership for approval. Emergency repairs may be made as required without approval.
- vii. Regular Meetings. The Board shall meet at the date, time and place as the Board shall deem necessary.
- viii. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called on the written demand to the President of any member of the Board of Directors. Such meetings shall be held within seven (7) days of receipt of the request. Should the President deem the issue necessary to address an emergency situation, only three (3) hours notice of the place and time of the meeting shall be necessary prior to the meeting, and notice may be given in person, by portable radio, by phone, or by pager.
- ix. Quorum. At all meetings of the Board of Directors, three directors present at a meeting shall be necessary and sufficient to constitute a quorum for the transaction of business.
- x. Adjournments. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting of the board to another time and place. In such event, notice shall be given to the Directors who were not present at the time of the adjournment, and, unless such time and place are announced at the meeting, to the other Directors.
- xi. Place of Meetings. Annual and regular meetings of the board may be held at any place within the State of New York. Special meetings of the Board may be held at any place within or without the State of New York. Unless otherwise stated in these bylaws, the time and place for holding annual, regular or special meetings of the board shall be fixed by the President.
- xii. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee are notified of a proposal in writing and a simple majority of those permitted to vote approve it. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

- xiii. Ex-Officio Directors. Any person may be appointed by the board as an ex-officio (non-voting) member of the Board of Directors. An ex-officio director shall be entitled to attend all meetings of the Board of Directors with the full right to participate in discussion, but without the right to vote upon its deliberation. The Chief shall be an ex-officio member of the board.
- xiv. Compensation. Directors, as such, shall not receive any salary for their services as directors but by resolution by the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board and of any committee of the Board of Directors; provided that nothing herein contained shall be construed to preclude any director from serving the Company in any other capacity and receiving compensation therefore. Such compensation shall be reasonable and commensurate with services performed.

2. Executive Officers & Administrators

- A. Term of Office and Qualifications. The officers may serve an unlimited number of terms. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Administrators shall be appointed by the Board of Directors after the Board is elected, and then at such other time as an appointment is necessary.
 - i. President. The President shall be the chief executive officer of the Company and shall have and exercise general charge and supervision of the affairs of the Company with respect to the development and implementation of its goals and policies. The President shall preside at all meetings of the Board of Directors and the Company and shall perform such other duties as may be assigned by the Board of Directors. The President shall sign all documents in the name of the Company when authorized to do so by the Board of Directors. The President, together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, shall have authority to sign checks. The President shall be an ex-officio member of all committees, and shall perform all other duties incidental to his office. The Chief may not simultaneously serve as the President. The President, and not the Chief, shall have the power to bind the Company to a contract for fire protection beyond Union Center's borders. The President shall appoint all committees, unless otherwise stated in these bylaws.
 - ii. First Vice-President. The Vice-President shall, in the absence of the President, exercise all the functions of the President.
 - iii. Secretary. The Secretary shall ensure that a record of all meetings of the Company and of the Board of Directors is maintained and shall attend to the mailing, posting and publication of all notices of such meetings and of nominations of candidates for election. He shall be the custodian of all books and papers belonging to the Company. He shall place in the minutes all revisions of the bylaws. He shall ensure that an approved copy of the minutes of

each meeting is maintained in the corporate offices for inspection. He shall call the roll at all regular member and special member meetings. In the absence of any contrary direction, the Secretary shall conduct all correspondence on behalf of the Board of Directors and Company. The Secretary shall have charge of the seal of the Company and of such books, records and other papers as the Board of Directors may direct. The Secretary, when so authorized or ordered by the Board of Directors, may affix the seal of the Company, execute contracts, agreements or other documents on behalf of the Company and perform such other duties as may be assigned to him by the Board of Directors. He shall notify all persons newly elected to membership and furnish them with a copy of the bylaws. He shall maintain a written record of each member, regardless of status, including name, age, date of joining, and all information related to his service as a member.. He shall keep a record of all applications, whether or not completed, and whether or not elected. Applications of those who did not complete the application process or who were not elected to membership shall be maintained for four (4) years and then destroyed by the Secretary.

- iv. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Company and of all deeds, insurance policies and other valuable documents relating to its property and shall deposit the same in the name of the Company in such depository as may be designated by the Board of Directors. The Treasurer shall make no investments of monies without the express approval of the Board of Directors and shall disburse no funds except upon order of the President or other duly authorized official, including the Board. The Treasurer may be required to give bond for the faithful performance of his duties, in such sum and with such securities as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Company for collection, notes, checks and other obligations and shall deposit the same to the credit of the Company at such bank or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and, together with such other officer or officers, if any, as shall be designated by the Board of Directors. He shall sign all checks of the Company and all bills of exchange and promissory notes issued by the Company, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these bylaws to some other officer or agent of the Company, such as a clerk. In such case, if a clerk is appointed, the Treasurer shall oversee the clerk. The Treasurer shall enter regularly on the books of the Company to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on behalf of the Company and shall exhibit such books at all reasonable times to any member on application at the offices of the Company.
- v. Chaplains. The Chaplain and Assistant Chaplain shall send cards, fruit baskets or floral arrangements, as appropriate, if a member is sick or if there is a death in the family. He may secure help for a family in need. He may ask a funeral home if the family desires a fire department service. He shall open each member meeting with a prayer or moment of silence. The Assistant shall take

over in the absence or upon request of the Chaplain.

- vi. Expenses. Reasonable expenses, including travel expenses, as determined by the Board of Directors, may be paid to any officer incurring such expenses in the performance of his or her official duties on behalf of the Company.
- vii. Ex-Officio Board Membership. Ex-officio members of the Board of Directors shall not be permitted to vote on director issues, but may have a voice. Any member may be appointed as an ex-officio director by the board of directors for a term to run concurrent with the term of the board that appointed him.
- viii. Salaries. There shall be no salaries paid to any executive officer or administrator of the Board of Directors.
- ix. Removal of Officers. Any officer may be removed for cause by vote of a majority of the Board of Directors at any time or by vote of a majority of the members entitled to vote thereon, for or without cause, at a regular or special meeting of the members.

ARTICLE VIII - Chiefs and Line Officers

1. Definition

Chiefs and Line Officers shall not be considered executive officers of the Company, for purposes of these bylaws. Any reference to an officer in these bylaws shall mean an executive officer as described in Article VII.

2. Chiefs and Line Officers

There shall be the following chiefs and line officers in the Company:

A. ELECTED

- i. Chief
- ii. Assistant Chiefs
- iii. Fire Captains
- iv. Fire Lieutenants
- v. EMS Captain

B. APPOINTED

- i. Training Officer(s)
- ii. Safety Officer
- iii. Fire Police Officer
- iv. EMS Lieutenant

3. Term of Office

Chiefs and Line Officers shall be elected for the term of one year. Appointments shall be made by the Chief and, as such, are subject to change at any time at the discretion of the Chief. Their terms shall run concurrently and end with the term of the Chief who appointed them.

4. Resignation

Chiefs and line officers may only resign by submission of a written resignation. Such resignation shall be deemed effective upon receipt. Any such officer may resign, regardless of good or bad standing.

5. Residency Requirement

Any elected Chief or Line Officer who will be absent from the protected area(s) for more than three (3) consecutive months of his term of office shall resign from office upon learning of the future absence or upon being absent for more than three months, whichever is earlier. The membership may remove the officer for breach of this requirement. Any nominee for office who is aware that he will be absent from the Town for more than three (3) months during the term of office, shall not be eligible for office.

6. Qualifications for office

In addition to these bylaws, the policies of the Company shall dictate the qualifications, duties, prohibitions and powers of the chiefs and line officers.

Any equivalent qualification requirements about NYS classes shall be determined by the New York State Office of Fire Prevention and Control.

7. Restrictions

Unless otherwise stated in these bylaws, no person may serve as a Board member and a Chief or Line Officer at the same time with the exception of the Chief, who is an Ex-officio member of the Board.

8. Chief of the Company

The Chief shall exercise those powers as granted to the chief in General Municipal Law Section 204-d, as time to time amended, including but not limited to determining the cause of each fire or explosion to which the Company responds. He shall file with the office of fire prevention and control of the Company of state a report containing such determination and any additional information required by such office. He shall contact or cause to be contacted the appropriate investigatory authority if he has reason to believe the fire or explosion is of incendiary or suspicious origin. Except with regard to those powers of the President as stated in these bylaws, the Chief shall have exclusive control of the Company, its members, and all apparatus and fire equipment owned by the Company at all fires, emergencies, alarms, drills, inspections, fire schools, or training sessions pertaining to firefighting or other emergencies. He may recommend the discharge or suspension of members at any time and must present the charges against them before the members at the members' next regular meeting. He is responsible for the care, maintenance and upkeep of the equipment at all times. He shall ensure that a record is maintained of all fires attended by the Company, including the date, location, property owner, probable cause and estimated damage or loss to property involved in each fire. With regard to emergency rescue calls, the Chief shall ensure that a record is maintained for all such calls containing information as is deemed appropriate. It shall be his duty to investigate all fires or alarms of fires and report the same at each regular meeting. He shall report to the Board on apparatus conditions and recommend improvements, as he deems necessary and proper. All State and Federal laws pertaining to fire companies shall govern him. He shall act as Chairman of any committee for the purchase of any fire equipment or apparatus. The Chief shall arrange for the purchase of all items pertaining to fire apparatus, firematic supplies or emergency equipment. He shall appoint those officers as indicated in this Article.

To be qualified to run for the position of Chief, the member must:

- A. Be in the Fire Member class of membership.
- B. Have served in the Company for two (2) consecutive years as an Assistant Chief or a Chief in the past three (3) years.
- C. Meet all requirements of Assistant Chief.

9. First and Second Assistant Chiefs

The Assistant Chiefs shall assist the Chief in the performance of his duty. In the absence of the Chief, the First Assistant Chief shall perform his duties, and in the absence of both the Chief and the First Assistant Chief, the second Assistant Chief shall act as Chief. The Assistant Chiefs may order drills for instruction purposes.

These Chiefs shall assist the Chief in all the Chief's duties and in any way the Chief may direct and shall represent the Chief in the Chief's absence.

To be qualified to run for the position of Assistant Chief, a member must:

- A. Be in the Fire Member class of membership.
- B. Have served two (2) years as a Fire Line Captain or higher within the Company within the past five (5) years.
- C. Meet all requirements of Captain
- D. Completed a course of study in ICS 300

10. Fire Captains

There shall be two Fire Captains, with one Captain responsible for duties during 6am to 6pm, and the other for duties during 6pm to 6am. The Fire Captains shall assume the duties of the Assistant Chiefs in the absence of the Assistant Chiefs.

To be qualified to run for the position of Fire Captain, a member must:

- A. Be in the Fire Member class of membership.
- B. Have served one (1) full year as a Fire Lieutenant or higher within the Company within the past three (3) years
- C. Meet all requirements of Fire Lieutenant.
- D. Completed a course of study in ICS 200.

11. Fire Lieutenants

The First and Second Fire Lieutenants will assist the Fire Captains with the maintenance of vehicles and equipment and with other duties as necessary.

To be qualified to run for the position of Fire Lieutenant, a member must:

- A. Be in the Fire Member class of membership.
- B. Have served two (2) years as an active member of this Company, in the last three (3) years. A candidate shall be given one (1) year credit for active membership in another company, excluding time as a probationary member.
- C. Have completed NYS Firefighter 1 or equivalent course.
- D. Have completed NYS Fire Officer 1 or equivalent course.
- E. Have completed a course of study in ICS 100 and ICS 700

12. Fire Police Officer

The Fire Police Officer must be in the Fire Member class of membership. The Fire Police Officer shall supervise all fire police duties of the Company.

13. Emergency Medical Service Captain

The EMS Captain must be in the EMS Member class of membership and have served two (2) years as an active member of this Company, in the last three (3) years, to be qualified to run for the position of EMS Captain. A candidate shall be given one (1) year credit for active membership in another company, excluding time as a probationary member. The EMS Captain shall supervise all EMT and first aid training and shall ensure all required personnel maintain their EMS certifications and CPR/First Aid cards. The EMS Captain shall maintain a current inventory of all medical supplies and ensure that the supplies are in their proper place and inform the Chief of necessary replacements.

14. Training Officer

There may be one or more Training Officers. The Training Officer(s) shall coordinate fire company training along with organizing a written yearly training schedule and completing all necessary clerical tasks with regard to said title. The training officer(s) will also submit to the Board of Directors a yearly report of all training and the number of hours spent by the members.

15. Safety Officer

A Safety Officer shall assist and advise the Chief or incident commander of emergencies as to concerns for the safety of firefighters and station staff, including response/return safety and any other areas as identified by the Chief. The Chief may temporarily appoint persons at scenes as scene safety officers, but such appointments shall not relieve this officer of his duties. The Safety Officer shall develop programs, motivate personnel, training as needed, collect and analyze data, provide technical input, and serve as risk manager for the Company. This officer shall have emergency authority to alter, suspend, or stop any operation and remove personnel or equipment from a danger area.

16. Suspension or Dismissal

A majority of the Board of Directors may recommend to the active members for vote by simple majority for or against the suspension or removal of a line officer should such officer neglect his specific duties. The Board may suspend such officer while awaiting membership vote. Such suspension or dismissal shall not affect the membership of such officer. If the Board desires to affect the membership privileges of the line officer, it shall act in accordance with paragraph D of Article IV of these bylaws.

ARTICLE IX - Nominations & Elections

1. Nominations for the Annual Meeting

- A. The Board of Directors shall determine which members are eligible for nomination to each position. The list of eligible members shall be presented at the December regular meeting.
- B. Nominations of Chiefs, Line Officers, and Directors for elections at the annual meeting are to begin at the December regular meeting, and end at the January regular meeting. Any Full Member may nominate any eligible member for a position.
- C. After the December regular meeting, any additional nominations, as well as any objections to the determination of eligibility, shall be given in writing to the Secretary prior to the January regular meeting. No new nominations or objections will be accepted after the January regular meeting, other than nominations resulting from objections that are not resolved during that meeting.
- D. Objections to the determination of eligibility shall be presented to the membership prior to closing the nominations at the January regular meeting. The membership shall decide, based upon all facts presented, whether the person is eligible for nomination. If more information is necessary, then the Secretary shall gather the information necessary to make a determination and present it to the membership at the annual meeting. The membership shall then decide whether the person is eligible for nomination, as the first order of business.

2. Nominations for Vacancies

- A. Nominations for vacancies shall begin at the next regular meeting of the Company and end 2 weeks before the following regular meeting of the Company.
- B. Candidates shall submit proof of meeting education qualifications to the Secretary.
- C. The Secretary shall announce all nominations 2 weeks before the following regular meeting of the Company. No new nominations or proof of meeting education qualifications will be accepted after that time.
- D. Any objections to the eligibility of a candidate shall be given in writing to the Secretary.
- E. The Secretary shall announce the final summary of all nominations and objections, and make absentee ballots available 1 week before the following regular meeting of the Company. Nominations subject to objection shall be included in the absentee ballots.
- F. At the following regular meeting of the Company, during Election of Officers and prior to the vote, any objections to the eligibility of a candidate shall be presented to the membership. The membership shall decide, based upon all facts presented, whether the person is eligible to run for the position.

3. Election Procedure

The Board of Directors shall appoint two (2) tellers to collect and count ballots and give the results to the Board of Directors.

4. Election of Directors

Directors shall be elected by a plurality of the votes cast at a meeting of members by the members entitled to vote in the election. When an election contains two or more

director positions, voting shall be done on all director positions simultaneously. In these cases, each member shall vote for a number of candidates equal to the number of positions in the election. The candidates that receive the most votes will win the positions.

5. Election of Chiefs and Line Officers

When there are more than two candidates running for a given office, and a majority is not obtained, the candidate with the least number of votes will be dropped. This procedure shall be continued until a majority is obtained or there are only two candidates remaining. When there are only two candidates, if a majority is not obtained after three votes between them, the President will flip a coin to determine the winner. Line officers shall be elected in order from the highest-ranking officer on down.

6. Abstentions

Abstentions are not counted as votes cast when determining a majority.

7. Term of office

New Chiefs and Line Officers who are elected at the annual meeting shall take office on March 1. If new Directors are elected at the annual meeting, the current Directors will organize a succession to the new Directors and decide on an implementation date with March 1 being the latest allowed. For vacancies, the term of the successor shall be the remainder of the term of the vacant position.

8. Vote of No Confidence

In the event that one or more of the positions for the Chiefs, Line Officers, and Directors have only one candidate qualified under the bylaws and policies, and in the event that a majority of the members at the meeting render a vote against the only candidate, then the procedures outlined in Article IX paragraph nine (9) shall be pursued by the Board of Directors, serving as a nominating committee.

9. Revised Qualifications

In the event that no member qualifies or is willing to accept nomination for an elected office, the membership shall reconvene as soon as possible following the annual election or announcement of a vacancy. The membership will be empowered to set aside any or all qualifications and restrictions for office as necessary, with the following stipulations:

- A. Educational requirements cannot be set aside for any elected office.
- B. Restrictions prohibiting a member from holding dual offices as a Director and Line Officer may be set aside so long as no more than two (2) Director positions are occupied by Line Officers.
- C. The Chief is an ex-officio member of the Board of Directors and thus may not be elected as a Director.
- D. Assistant Chiefs may not hold dual offices as an Assistant Chief and Director.

Any interested person that meets the revised qualifications may then be nominated. If no member is willing to accept the nomination for an elected office after all reasonable qualifications and restrictions have been set aside, the membership may vote to leave the position vacant until such time that a member is willing to accept the nomination.

ARTICLE X - Agents, Representatives and Committees

1. Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Company with such powers and to perform such acts or duties on behalf of the Company as the Board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

2. Standing Committees

Members of the committee should be appointed within sixty (60) days following the annual meeting and shall serve until their replacements are appointed. Members may serve an unlimited number of terms. Unless otherwise stated in these bylaws, the president shall appoint the chair and vice-chair of each committee. All committees shall provide a brief report at each board or member meeting, when appropriate. The following committees shall be considered "Standing Committees": Bylaw, Parade, Social, Public Relations and Audit. Other committees may be established at the discretion of the President:

A. Bylaw Committee

This committee shall have three members. The Committee shall elect the chair and vice-chair. Whoever is selected as the chairperson shall become the parliamentarian of the Company. The committee shall be responsible for providing an initial interpretation of the bylaws, record proposals for amendments to the bylaws, present proposed amendments to the bylaws and review the bylaws and make recommendations for amendments.

B. Audit Committee

This Committee shall be appointed by the President, unless the President has check signing authority, and in that event, by the Board of Directors, and shall consist of at least three (3) active members and one Business Member, if desired. The Committee shall audit the books as often as the Board of Directors deems necessary, but no less than every six months. A board member, who shall not have check signing authority for the Company, shall chair this committee and the Treasurer shall be a member thereof. The Committee shall complete the following tasks at the audit and report that the same has been accomplished at the next Board meeting:

- i. Review all bank account statements to ensure that no checks were improperly written;
- ii. Ensure that any person making a donation received a letter thanking them for donating a specific amount of funds;

- iii. Ensuring that all deposits made were the full amount of the funds to be deposited. The committee will examine the deposit slip, and not just the receipt, indicating the amount deposited and the amount, if any, not deposited;
- iv. Ensure that sales tax was withheld for all exempt purchases;
- v. Ensure that no person used the Company's sales tax exemption for personal purchases;
- vi. Ensure that all checks match to receipts, bills, vouchers or other proof of expenditures.

C. Other Committees

The Board of Directors or the active members by vote may establish standing committees from time to time as they determine by resolution adopted by a majority of the entire Board or the members and may designate from among its members standing committees, each consisting of one or more Full members and each of which, to the extent provided in the resolution of the Board of Directors shall have all authority of the Board, except that no such committee shall have authority as to the following matters:

- i. The submission to members of any action requiring members' approval pursuant to these bylaws or the laws of the State of New York.
- ii. The filling of vacancies in the Board of Directors or in any committee;
- iii. The fixing of compensation of the Directors for serving on the Board or on any committee;
- iv. The amendment or repeal of the bylaws or the adoption of new bylaws;
- v. The amendment or repeal of any resolution of the Board, which by its terms shall not be so amendable or repealable.

3. Alternates

The Board may designate one or more Directors or members as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.

4. Special Committees

The Board may create special committees by resolution adopted by a majority of the entire Board. The members shall also be permitted to create special committees by majority vote of the membership. The President, with the consent of the Board, shall appoint the members of such special committee. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees under these bylaws.

5. Service

Each committee of the Board or the Company shall serve at the pleasure of the Board or of the Company. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty to the Company.

ARTICLE XI - Company Ethics

The membership of the Company shall comply with the following guidelines relating to ethical conduct.

1. No member of the Company should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties as a Company member. Members should exercise their duties and responsibilities as Company members in the public interest of the inhabitants of the State or municipality(s) served. The principles, which should guide the conduct of Company members, include, but are not limited to, the following:
 - A. A Company member shall endeavor to pursue a course, which shall not raise suspicion among the public that he is likely to be engaged in acts that are in violation of his trust as a Company member;
 - B. A Company member shall not permit his employment to impair his independent judgment in the exercise of his duties as a Company member;
 - C. A Company member shall not disclose confidential information acquired in the course of his duties as a Company member, nor use such information to further his own personal interests;
 - D. A Company member shall not use or attempt to use his position as a Company member to secure unwarranted privileges or exemptions for him or others;
 - E. A Company member shall not engage in any transaction as a representative or agent of a local governmental body or with any business entity in which he has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his duties as a Company member;
 - F. A Company member shall refrain from making personal investments in enterprises in which he may directly benefit from decisions made by the Company or which shall otherwise create a substantial conflict of interest, except as permitted by law after proper disclosures made.

ARTICLE XII - Prohibition Against Sharing in Corporate Earnings

No member, director, officer or employee of or member of a committee of or person connected with the Company, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Company, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Company in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Company. The Company shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code, or shall be distributed to such Company or organization as is then recognized by the Internal Revenue Service as qualifying under Section 501(c)(3) of the Internal Revenue code of 1986, as amended, or shall be distributed to the Federal Government or to a state or local government for a public purpose. Any such assets not to be disposed of shall be disposed of by a court of competent jurisdiction of the County of Broome, State of New York, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - Conflicts of Interest

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the other directors or members and made a matter of record through an annual procedure and also when the interest becomes a matter of Board or Company action. Except as permitted by law, any director having a duality of interest or possible conflict of interest on any matter shall not vote or use his personal influence on the matter but shall be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation. The foregoing requirements shall not be construed as preventing the director from briefly stating his position in the matter, nor from answering questions of other directors since his knowledge may be of great assistance.

Any new member of the Board of Directors or Company will be advised of this policy upon entering on the duties of his office.

ARTICLE XIV - Indemnification

1. The Company shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Company to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other Company of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director, officer, member or employee of the Company served in any capacity at the request of the Company, by reason of the fact that he, his testator or intestate, was a director, officer, member or employee of the Company, or served such other Company, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director, officer, member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other Company or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Company and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.
2. The Company shall also indemnify any person made, or threatened to be made, a party to any action by or in the right of the Company to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a director, officer, member or employee of the Company, or is or was serving at the request of the Company as a director, officer, member or employee of any other Company, agency or state Company of any type or kind, domestic or foreign, or of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director, officer, member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other state or regional Company or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Company, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Company, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction determines upon application that in view of all the circumstances of the case the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.
3. The foregoing right of indemnification shall not be exclusive of other rights to which the director, officer, member or employee may be entitled.

4. Subject to the laws of New York, the Company may maintain insurance at its expense to protect itself and any director, officer, member, employee or agent of the Company against any expense, liability or loss of the general nature contemplated by this Article, whether or not the Company would have the power to indemnify such person against such expense, liability or loss under the laws of New York.
5. It is the intent of this Company to indemnify its officers, directors, members and employees to the fullest extent authorized by the laws of New York as they now exist or may be amended. If any portion of these indemnification provisions shall, for any reason, be held invalid and unenforceable by judicial decision or legislative amendment, the valid and enforceable provisions will continue to be given effect and shall be construed so as to provide the broadest indemnification permitted by law.

ARTICLE XV - Amendments

Bylaws of the Corporation shall be amended only after the approval of a majority of the members present at a properly noticed meeting of the members, so long as a quorum is present. Notice of the proposed amendment shall be sent to every member, along with a statement that the upcoming meeting shall involve a vote to amend the bylaws. The notice shall be sent no less than ten (10) days prior to the date of the meeting at which time the vote to amend will be conducted.

Any alteration to the proposed amendment which is proposed at the meeting at which the vote will be taken may be voted upon at that same meeting without further notice to the membership.

ARTICLE XVI - Investments

The Company shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments, which a trustee is or may hereafter be permitted, by law to make or similar restrictions.

ARTICLE XVII - No suspension or waiver of bylaws

Under no circumstances may these bylaws ever be suspended and waived. Any vote taken after any such suspension or waiver shall be null and void.

APPENDIX

SAMPLE FORM

NOTICE OF CHARGES, HEARING AND DISCIPLINARY ACTION

TO: [Member]

FROM: [Board Member and Title]

DATE:

PLEASE TAKE NOTICE, that you are hereby suspended for the period of _____ (___) days from the date of this notice or until a determination is made by the membership to impose additional discipline upon you for an alleged violation of the charges against you.

The charges against you are attached to this notice entitled "STATEMENT OF CHARGES".

The disciplinary and hearing process will be as follows:

(1) On _____ [date] you are required to appear before a hearing officer for a hearing. This date is no less than ten (10) days and no more than thirty (30) days before this notice was received. The hearing will be held at ___ p.m. at the Company's headquarters. At that hearing, the hearing officer will determine the facts of the incident(s) of which you are charged. The hearing officer shall be: _____ and the members of the hearing committee shall be: _____. Should you believe that the hearing officer is not unbiased, you have four days from the receipt of the notice to object to the hearing officer. You must provide a reason for the objection. The only valid reason is bias or prejudice against you and you must set forth all of the facts in writing regarding your belief of that bias or prejudice. Should a majority of the Board deem the objection reasonable, the Board will appoint a new hearing officer or substitute member of the committee for review by you. This process shall continue until the Board deems any objection by you unreasonable or you fail to object in a timely manner or at all.

After the hearing officer determines the facts of the incident in relation to each charge, he will render a written opinion within one week of the hearing. At the hearing, you will have the following rights:

(a) To be present during the entire hearing and all discussions, except the discussion of the committee regarding its review of the witness's statements to determine the facts;

(b) To ask questions of witnesses and to present evidence to defend the charges;

- (c) To bring legal counsel to the proceeding, who may assist in asking questions of witnesses or with presenting evidence;
- (d) To be advised by the Board in writing of its final determination before it is presented to the membership.

The officer's failure to render his opinion in a timely manner will provide you no rights, recourse or relief from the charges. Should you wish to appeal, you may do so to the Board of Directors. None of the members of the Board who were witnesses to the events will participate in the decision or the discussion of the Board. If the entire Board is a witness, the statement of facts shall go to the membership as a whole.

Based upon the statement of facts, the Board will determine whether the charges against you should be sustained, modified or dismissed.

(2) On _____ [date] the membership will be asked to vote on the recommendation for either (1) No discipline; (2) Suspension for an additional period to total with the present suspension no more than one year; (3) Permanent removal from membership. In order to be removed from membership, the membership must vote by 2/3 in attendance in favor of dismissal.

During your period of this suspension, you may not exercise any rights of membership, including but not limited to: attending any drills, parades, emergencies, social functions, rescues, trainings, meetings of any sort, wearing or displaying any member uniform, badge or identification.

Should you desire, you may notify us in writing that you wish to plead guilty to the charges. Such notice must be signed by you and must specify each charge to which you plead guilty.

Should you have any questions about the process, or should you dispute the process, you must notify us in writing at least two days before the scheduled hearing and must outline each part of the process which you dispute. Regardless of your dispute, you will be required to appear at the hearing. Should you not appear, witnesses will be presented and the hearing will be conducted without you. Should you be unable to appear, you must notify the president within twenty-four hours of receiving this notice and provide a new date for the hearing at which you are able to appear. You must also provide us with the reasons for your inability to attend. We will notify you whether we accept those reasons or whether you must attend regardless.

Attached to this document are the charges against you, which will be addressed at the hearing. You are not to discuss this matter or your suspension with any of the members or the members of the Board of Directors.

President

