

Gerry #5 V.F.A., Inc.

210 Beacon Street
Marblehead, MA 01945

BY-LAWS

ARTICLE I

Name

The name of the Corporation shall be: Gerry No. 5 Veteran Fireman Association, Incorporated, 1956.

ARTICLE II

Annual Meeting of Members

The Annual Meeting of the members of the corporation shall be held the first Wednesday of December in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding Wednesday not a legal holiday. The hour of the meeting shall be seven o'clock p.m. (See article # VIII for explanation of Annual Meeting)

ARTICLE III

Regular Meeting of Members

The Regular Meeting of the members of the Corporation shall be on the first Wednesday of each month, if not a legal holiday, and if a legal holiday, then on the next succeeding Wednesday not a legal holiday except when postponed by a majority vote at the preceding meeting. Notice to the members of said meeting shall not be required. The hour of the meeting shall be seven o'clock p.m. A member shall have only one vote per article of business at any said meeting and must be present to vote. The Board of Directors may reschedule this meeting as deemed necessary in response to emergencies and acts of God.

ARTICLE IV

Special Meetings of Members

Special Meetings of the Corporation may be called at any time by the President or by a majority of the Board of Directors. It shall be the duty of the Secretary or in case of the Secretary's death, absence, incapacity, or refusal to act, any other officer to notify every member. Notices of all Special Meetings shall be sent to every member at the e-mail address or regular mail (if no e-mail)¹ provided by the member at least 10 days before such meeting, stating the purpose for which they are called. The business of any Special Meeting shall be strictly confined to the purpose for which it was called.

¹ Address = email address or regular mail if no email available throughout this document as intended by the 2012 By-Law Committee change of mailing address to address

ARTICLE V
Quorum at Meetings of Members

At any meeting of the Corporation, twenty-five (25) members shall constitute a quorum to do business, but a lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

ARTICLE VI
Procedure at Meetings of Members

All meetings shall be conducted in accordance with the provisions of Robert's Rules of Order except in so far as said Rules may conflict with these By-Laws or the Laws of the Commonwealth of Massachusetts.

ARTICLE VII
Officers

The officers of the Corporation shall be President, Vice-President, Secretary, Treasurer, Foreman, Assistant Foreman and five (5) Directors. The Offices of President, Vice-President, Foreman, Assistant Foreman and five (5) Directors shall be elected by ballot of the members of the Corporation at the Annual Meeting. The offices of Secretary and Treasurer will be appointed by the Board of Directors from the candidates nominated. All said Officers shall hold their elected and appointed offices until their successors are elected/appointed and qualify. Said Officers shall be paid-up members in good standing as of the first meeting in January.

No Officer shall hold more than one office in the Corporation, except for the Foreman, and Assistant Foreman, who may hold other offices. Candidates elected to more than one office must declare their choice at the January meeting. The vacated office shall be given to the next highest vote getter. In the event of an uncontested office, the provisions of Article XXIX – Vacancies shall take effect.

ARTICLE VIII
Election of Officers

The Officers of the Corporation shall be elected by ballot at the Annual Meeting. The Secretary shall mail an election ballot to each member at the member's last known address at least seven (7) days prior to the Annual Meeting. The presiding officer at the November Monthly Meeting shall appoint three (3) tellers who have the name of each member as they vote. No one on this committee shall be a candidate for an office of the Corporation. Balloting shall take place from 12:00 p.m. (noon) to 7:00 p.m. on the day of the Annual Meeting. At the completion of the balloting, the tellers shall count the vote and announce the results of the balloting in full immediately thereafter. The presiding officer of the Annual Meeting shall thereupon declare the successful candidates duly elected. In case of a tie, the candidates shall decide by the turn of a coin or by drawing straws who shall receive the appointment. Then the presiding officer shall instruct the Secretary to post the complete ballot on the bulletin board. The ballots shall then be destroyed upon a vote of the membership.

Absentee ballots shall be filled out by the absentee, placed in a sealed envelope with the name and address on the outside, placed in a second envelope and mailed to the club with the words "ELECTION BALLOT" on the outside.

The inside envelope shall contain the completed ballot along with the reason for the mailed ballot. Absentee ballots must be received in the mail at the club prior to the closing of the polls. A legitimate reason must be made for the absentee ballot.

LEGITIMATE REASONS

1. Illness, confined to home or hospital
2. Work schedule make it impossible to attend election
3. Vacationing and outside of local area
4. Home residence beyond fifty (50) one-way miles of the place of the election

Absentee Ballot Clarification: Dues submitted in the same outer envelope as the absentee ballot will be processed immediately without opening the inner envelope marked “ELECTION BALLOT”. Those dues enclosed in a single envelope with the absentee ballot will not be processed until after the ballots are opened on the night of the election so long as the envelope is clearly marked “ELECTION BALLOT”.

Conversely, an absentee ballot enclosed in a single envelope with dues payment and not in a separate inner envelope marked “ELECTION BALLOT” will be invalidated. Members will be cautioned that inclusion of the dues payment with the ballot without marking the envelope “ELECTION BALLOT” may result in an invalidation of the ballot. Members will be urged to submit dues separate from the ballot.

ARTICLE IX Nomination of Officers

Nomination for the officers shall be received at the regular November Meeting. Nominees for office shall accept their nomination verbally if present. If the nominee is not present, the member making the nomination shall present to the chairman of the meeting a written acceptance of the nomination signed by the nominee. No name will be placed on the ballot unless the nomination has been accepted. Any member who wishes to run for office as a write-in or sticker candidate must present written notice of this intention to the president of the corporation prior to the start of voting on Election Day. Write-in or sticker votes for candidates who have not given written notice shall be considered blanks by the ballot committee.

The Secretary shall notify every member of the Corporation of the time and place of the Annual Meeting at least seven (7) days before said meeting is to be held. Included in the notice shall be a complete list of the names of the nominees and the offices for which they have been nominated.

The Secretary and Treasurer positions are appointed by the Board. Any member wishing to challenge the incumbent of either office must be nominated from the floor, accept the nomination, and present a resume and evidence they have the knowledge, skills, and abilities to perform the duties of the position. These positions will not appear on the election ballot. The Board of Directors shall review the applications, select the best suited candidate, and appoint that person effective at the January meeting.

ARTICLE X
President

The President shall be the Chief Executive of the Corporation and shall preside at all meeting, when present. The President shall perform all duties incident to this office and shall perform such duties as the Board of Directors shall from time to time designate. The President may appoint a sergeant at arms and a chaplain.

ARTICLE XI
Secretary

The Secretary of the Corporation shall be present at all meetings of the members and of the Board of Directors and shall keep an accurate record of the proceedings at such meetings in the books provided for that purpose, which books shall be open at all reasonable times to the inspection of any member of the Corporation; and the Secretary shall prepare the ballots to be used for the election of officers. The Secretary shall receive compensation for said duties as determined by the membership. The Secretary shall perform all duties incident to this office and shall perform such other duties as the Board of Directors shall from time to time designate.

As an appointed position, the incumbent Secretary shall hold office until such time as they no longer want to perform the duties, are no longer able to perform the duties as determined by the Board, are incapacitated, or challenged by another member who demonstrates the knowledge, skills, and abilities to perform the position and is selected to do so by the Board in the best interest of the Corporation. In the latter case, the Secretary shall transition the duties and all associated materials and equipment to the incoming Secretary within 30 days of the January meeting

ARTICLE XII
Treasurer

The Treasurer shall have the care and custody of the funds of the Corporation and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to the Treasurer's office. The Treasurer shall, if required by the Board of Directors, give bond in such sum and with sureties as may be required by the Board of Directors. Any bond premium shall be paid by the Corporation. The Treasurer shall have custody of all the valuable papers and documents of the Corporation except the Treasurer's own bond and that shall be in the custody of the President. The Treasurer shall deposit all funds of the Corporation in such bank of banks, trust company or trust companies, as the Directors shall designate. The Treasurer may endorse for deposit or collection all checks or notes payable to the Corporation or its order. The Treasurer may draw checks against the Corporation's accounts or withdraw money from the Corporation's savings account by check or order signed by the Treasurer and countersigned by the President or Vice President. The Treasurer shall keep accurate books of account which shall always be subject to the inspection of the Directors. The Treasurer shall have such other duties as the Board of Directors may from time to time designate. The Treasurer shall attend all Director's meeting when directed to do so by the Board of Directors and shall have at said meeting whatever records the Treasurer is directed to bring. The Treasurer shall receive compensation for said duties determined by the membership.

As an appointed position, the incumbent Treasurer shall hold office until such time as they no longer want to perform the duties, are no longer able to perform the duties as determined by the Board, are

incapacitated, or challenged by another member who demonstrates the knowledge, skills, and abilities to perform the position and is selected to do so by the Board in the best interest of the Corporation. In the latter case, the Treasurer shall transition the duties and all associated materials and equipment to the incoming Secretary within 30 days of the January meeting.

ARTICLE XIII Vice President

The Vice President shall preside at all meetings in the absence of the President and shall have such other duties as the Board of Directors may designate.

Article XIV Directors

The Board of Directors shall have the entire management of the business of the Corporation. In the management and control of the property, business and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself so far as this delegation of authority is not inconsistent with the laws of the Commonwealth or with these By-Laws or any amendments thereof.

The Board of Directors shall have limited control of the property of the Corporation. The Board of Directors is responsible to maintain the facilities and equipment of the Corporation in order that it meets the requirements of the corporate charter and all state and municipal regulations. Any major additions or alterations to the facilities, or purchases or sale of club property, in one or more installments, which will, or may reasonably be expected to exceed twenty-five thousand (\$25,000) must be approved by the membership. The Board of Directors must notify all members via the Newsletter that a motion for the expenditure or sale will be presented at the next monthly meeting. Two-thirds (2/3) of those voting must vote in favor of the motion for it to pass.

They have the power to pay all operating expenses of the Corporation monthly. The elected President, Vice President, shall become Directors for their term of office. No member of the board shall have more than one vote no matter how many offices they hold. The five (5) Directors elected by the membership shall be elected for two (2) year terms each, staggered so that two directors will run one year and three will run the next year.

If a Director is to accept a nomination for President or Vice President, they must resign as a Director prior to the November Monthly Meeting so that a replacement Director may be nominated.

The Directors will appoint the Clubhouse Manager, who must give a full account of the clubhouse activities and income to the Directors each month.

Any member of the Board of Directors receiving financial gratuities from the organization shall abstain from voting on any motion which either directly or indirectly affects the position for which the gratuity is being received.

ARTICLE XV
Foreman

The Foreman shall have the custody of and control over the hand engine, truck, bus, and any other and all property used or to be used at musters. The Foreman shall have control of the use of all property of the Corporation at musters and parades. The Foreman shall perform such other duties as the Board of Directors shall from time to time designate.

The Foreman shall have the authority to appoint two Assistant Foremen in addition to the regularly elected Assistant Foreman. The regularly elected Assistant Foreman shall be known as the first Assistant Foreman, the two appointed Assistant Foreman shall be known as the Second and Third Assistant Forman respectively.

ARTICLE XVI
Assistant Foreman

The Assistant Foreman shall perform all the duties of the Foreman in the absence of the Foreman and shall, under the direction and control of the Foreman, assist the Foreman in the performance of the Foreman's duties.

ARTICLE XVII
Meeting of the Directors

Regular meetings of the Board of Directors may be held at such time and place as the Board may by vote determine, and if so determined, no notice need be given.

Special meetings may be called by the President, Secretary, Treasurer, or a majority of the Directors, reasonable notice thereof to be given to each Director by the secretary or director calling the meeting. Meetings may be held at any time without formal notice, provided all Directors are present.

The President, or in the President's absence, the Vice President, shall preside at said meetings. In the absence of both, a temporary chairman shall be elected by the Directors to preside at the meeting.

Four (4) Directors shall constitute a quorum.

ARTICLE XVIII
Membership

An applicant for membership must have attained the age of twenty-one (21) years.

An applicant for membership shall contain the name, age, and place of residence of the applicant, and the names of the two members who sponsor the applicant. An Applicant for membership shall post the sum of the administrative fee plus the first year's dues with their application. Fifty dollars (\$50.00) of this sum is the administrative fee for membership in the Association. The administrative fee may be waived at the discretion of the Board of Directors. All monies received for membership applications shall be deposited in the General Fund. The application shall be given to the Secretary who shall read it at the first regular meeting following the Secretary's receipt of the application. The application shall then be turned over to the Membership

Committee for review and the name of the applicant shall be posted in the quarters of the Association. At the meeting following the reading of the application by the Secretary, the Membership Committee shall report on the applicant as “Recommended” or “No Recommendation”. If the report is to be “No Recommendation”, the Membership Committee may so notify the applicant’s sponsor so that they may withdraw the application if they so desire. On balloting night, one of the sponsors must attend the meeting at the time that all the names of the applicants are read off. If neither of the sponsors is present at that time, then the application shall be put aside until the following monthly meeting. If an application must be held over for two consecutive meetings because neither of the applicant’s sponsors are present, then that application shall be automatically withdrawn, and the money which the applicant is required to post shall be returned.

Three (3) negative votes of the members present will reject an applicant for membership.

If an applicant receives (3) negative votes the applicant is not accepted for membership and will be refunded their money and will not be allowed access to the club room or any club function even as a guest for a period of 2 years at which time they may reapply for membership. This does not include a private function in the function hall.

Prior to balloting by the membership, applicants shall attend an orientation on the history, purpose, activities, and regulations of the Club. The orientation shall be given by the officers of the Club, the Membership committee, or a combination of both groups. Attendance at an orientation shall generally be required for all applicants prior to their becoming a member of the Club, but may be waived when such attendance would cause an applicant extreme hardship such as excessive travel or loss of wages. Requests for such waivers must accompany the application for membership in writing and will be granted or denied by the Membership Committee prior to the balloting on the application. Those applicants re-applying after a lapsed membership may not be required to attend orientation.

Honorary Life Membership

A member may be elected to life membership by a 2/3rds vote of the membership. The applicant must meet certain requirements as set forth by the membership. The applicant must meet certain requirements as set forth by the membership. The member must have demonstrated outstanding value, dedication, contribution(s), and loyalty to the Club to be considered for Life status.

Criteria for Honorary Life Membership

The applicant must:

1. Be nominated by a fellow club member in writing with brief description of nominee’s qualifications for Life Membership.
2. Have been a member in good standing for a period of fifteen (15) years
3. Have demonstrated personal involvement in the club’s activities
4. Have no delinquent obligations to the organization

Procedure:

1. The nominating member will present the applicant's name and read nominee's qualifications to the membership at a monthly meeting. No discussion is made at this time
2. The Secretary shall notify the members of the Corporation at least seven (7) days prior to the next regular meeting
3. The final vote will be taken at the following membership meeting by closed ballot.
4. Acceptance requires a positive vote by 2/3rds of the members that voted.

ARTICLE XIX

Annual Dues

The annual dues shall be One Hundred dollars (\$100) per year an amount approved by the membership, payable on or before the first WEDNESDAY of February of each year, unless an extension has been granted by the BOD

Any member 75 years of age or older shall pay annual dues in the amount of Fifty dollars (\$50) per year; an amount approved by the membership payable on or before the first WEDNESDAY of February of each year, unless an extension has been granted by the BOD.

A former member who has allowed the member's dues to lapse and wishes to rejoin the Association shall be subject to the requirements of Article XVIII Membership of these By-Laws. These members are considered "Read Out" and no longer members in good standing.

All monies received for dues shall be deposited in the General Fund.

The Secretary shall, by the third Wednesday of February, supply to the Club Manager and the Board of Directors a list of all members whose dues have elapsed.

The preceding shall not apply to members of the club who are also members of the United States Armed Forces in the following case: A member of the club while on continuous active duty of a minimum of one (1) year with any regular branch of the United States Armed Forces shall not be required to pay the member's yearly dues during such active service, provided that the limit of such freedom from payment shall not exceed a total of four (4) yearly dues.

This exemption shall in no way be interpreted to apply to those members who at the time of adoption of this amendment or at the time of their application for membership in the club, have already completed more than four (4) years of continuous active duty in a regular branch of the United States Armed Forces, nor shall it exempt any applicant for membership in the club from the necessity of paying the required application fee at the time such application is made.

Members may Resign their membership at any time. Resignations are a conscious decision on the part of the member that personal circumstances do not allow them to continue their membership at this time. The intent is to return as a member in the future. All resignations must be tendered in writing or via e-mail. Members who resign remain in good standing with the Corporation and may attend periodically as guests. When Resigned members decide to return to paid, active status, they must pay the current rate for dues and provide their current contact information to the Corporation.

All members, including Life and Honorary Members, shall be subject to all assessment levied by the Corporation.

ARTICLE XX Committees

There shall be the following standing committees of the Corporation:

1. Muster
2. Auditing
3. Membership
4. Building and Facilities
5. Entertainment
6. Sick
7. Blood Donor
8. Long-Range Planning
9. Scholarship

ARTICLE XXI Appointment to Committees

The President shall make the appointments to the foregoing committees based upon the annual volunteers. Each committee shall have the duties commonly incident to such committees. Each committee shall elect a Chairperson who reports to the Board on Committee Activities and seeks approval for actions as necessary.

ARTICLE XXII Auditing Committee

The Auditing Committee shall audit the books of the Treasurer prior to the Annual Meeting and at such times as the Directors shall order and shall present a written report at the Annual Meeting signed by members of the Committee. It shall be the duty of this Committee to physically check the securities or other holdings of the Corporation and ascertain amounts on deposit from some proper officer employee of each bank or trust company with which the Corporation deposits funds. The auditing committee will be appointed for a period of 4 years, on the 5th year the Corporation will appoint an independent auditor to perform an independent audit or anytime there is a change in the position of Treasurer for the Club.

ARTICLE XXIII Procedure on Report of Auditing

Should the Auditing Committee find all in order and so report, the Treasurer's bond, if any, shall be returned to the Treasurer, and the Treasurer and any surety or sureties on said bond will be relieved of liability from that date on, but not for the term the Treasurer served as Treasurer, and the Treasurer's books, records, and property in the Treasurer's custody shall be turned over to the new Treasurer. Should the Auditing Committee not find all in order, all the books, records, and property in the Treasurer's custody as the Treasurer shall be impounded by the Board of Directors, pending final determination of this matter.

Upon appointment of a new Treasurer, the outgoing Treasurer shall keep temporary books or records for any funds coming into the Treasurer's hands in the interim period until such time as when all books, records, and property are permanently transferred to the incoming Treasurer.

**ARTICLE XXIV
Treasurer's Report**

A Treasurer upon taking office shall sign a receipt for all the money, books, and records to be given into the Treasurer's custody.

**ARTICLE XXV
Custody of Reports**

The Auditor's reports and Treasurer's reports shall be kept by the Secretary.

**ARTICLE XXVI
Seal**

The seal of this Corporation shall be a flat-faced circular die, bearing the name of the Corporation, the word "Massachusetts," and the year of incorporation.

**ARTICLE XXVII
Amendments**

These By-Laws may be amended, altered, repealed, or revised annually. By-Law amendments will be presented at the October member meeting. The amendment will be posted and discussed at the November member meeting. The amendment will be voted upon using paper ballots at the December member meeting. Any amendment changes will take effect immediately, unless stipulated otherwise, but no later than on January 1st of the New Year. By Law amendments must be approved by a two-thirds (2/3) majority vote of the members present.

The Secretary shall notify each member at the address provided by the member, at least seven (7) days before the next meeting, of the proposed By-Law change via email or regular mail if no e-mail available. The By-Law change will be voted upon at the December meeting.

The By-Law change, as proposed, shall be posted on the bulletin board by the Secretary at the close of the meeting that the change is proposed and seconded.

**ARTICLE XXVIII
Removal of Officers**

Any officer of the Corporation may be removed from office for any of the following reasons:

1. Non-performance of duties, e.g. poor attendance at Board meetings.
2. Misuse of club property or funds.
3. Misuse of authority.

Notice of the proposed motion to remove shall be presented at a Regular, Monthly, Annual, or Special Meeting in writing and must include specific grounds for removal as outlined above. The

motion to remove shall be signed by the proposer and a sufficient number of additional members so that the total number of signatures is at least equal to five percent (5%) of the total membership of the Corporation at the time the motion to remove is made or at the recommendation of the Board of Directors to the membership.

The Secretary shall notify each member at the address provided by the member, at least seven (7) days before the next meeting, of the proposed motion to remove. The motion to remove will require a two-thirds (2/3) vote of the members present at the meeting.

ARTICLE XXIX Vacancies

In the event that any office of the Corporation shall be vacated, for whatever reason, the following rule shall determine the method of filling said vacancy: The Board of Directors shall, at a Regular or Special Board of Directors Meeting as soon as is practicable after a vacancy has occurred, appoint a member of the Corporation to serve in the vacated office until the next regular Election of Officers at the Annual Meeting as required in Article VIII of these By-Laws.

However, if the office of President falls vacant, the elected Vice President shall assume the office of President for the remainder of the vacated term and the Board of Directors shall appoint a member of the Corporation to serve as Vice President for the remainder of the vacated term of Vice President.

If the vacancy is that of a Board of Director, the member appointed as the replacement shall serve only until the next regular election. The membership will then elect a replacement for the unexpired portion, if any, of the Director's original term of office.

If the vacancy is in either of the paid positions provided in the By-Laws (Secretary and Treasurer), the Board of Directors shall have the authority to decide the method of payment of the annual salary provided.

ARTICLE XXX Anti-discrimination

The Gerry No. 5 Veteran Fireman Association, Incorporated is committed to an anti-discrimination policy in all its programs and services. The Gerry No. 5 Veteran Fireman Association, Incorporated is consciously and proactively inclusive of all areas of diversity including, but not limited to, race, ethnicity, color, national origin, ancestry, gender, sexual orientation, religion, age, socioeconomic status, marital status, language, disability, or immigration status.

Change Log

Amendment	Date Voted	Effective Date	Nature of Change
#1	12-07-2016	1-1-2017	Article VII Officers
#2	12-07-2016	1-1-2017	Article XVIII Membership
#3	12-05-2018	12-05-2018	Article XVII Amendment
#4	12-05-2018	12-05-2018	Article XIX Annual Dues
#5	12-05-2018	12-05-2018	Article XVIII Membership
#6	12-04-2019	12-05-2019	Article III Regular Meeting of Members
#7	12-04-2019	12-05-2019	Article XVIII Membership
#8	12-07-2022	12-07-2022	Article II Annual Meeting of Members Article III Regular Meeting of Members Article VIII Election of Officers Article XVIII Membership