

BY-LAWS AND AMENDMENTS
OF
BACK MOUNTAIN REGIONAL FIRE & EMS, INC.

ADOPTED 2012
AMENDED SEPTEMBER 23, 2014
AMENDED SEPETMBER 26, 2016

ORDER OF BUSINESS

1. Reading of minutes of the last meeting
2. Communications and notices
3. Disbursements and receipts
4. Treasurers report
6. Chiefs report
7. Committee reports
8. Propositions for membership
9. Unfinished business
10. New business
11. Good of the order
12. Election of officers
13. Adjournment

PREAMBLE

Whereas, in all well-regulated societies, certain laws and rules are adopted as necessary for the order, thereof, we the members of the Back Mountain Regional Fire & EMS, Inc. do, for the purpose of furthering the objects for which we have united, agree to support the following for our Code of Laws, and to be governed by the same. Furthermore, be it understood that Back Mountain Regional Fire & EMS, Inc. is an Equal Opportunity Corporation and, notwithstanding eligibility requirements for membership as set forth in these By- Laws and Amendments, is non-discriminatory to its operation and the conduct of its business.

OFFICERS OBLIGATION

I, do hereby solemnly promise that I will faithfully discharge the duties of the office to which I have been elected or appointed, according to the constitution, by-laws and regulations of the Back Mountain Regional Fire & EMS, Inc., to the best of my ability so help me God.

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ARTICLE I
TITLE

- 1.1 The name of this Corporation shall be known and designated as "Back Mountain Regional Fire & EMS, Inc." hereinafter referred to as the Corporation,
- 1.2 The Corporation shall consist of the following Companies;
 - 1.2.1 "Back Mountain Regional Fire Department" hereinafter referred to as the Fire Company.
 - 1.2.2 "Back Mountain Regional EMS" hereinafter referred to as the Ambulance Company.

ARTICLE II
AREA OF COVERAGE

- 2.1 The Corporation shall be responsible for Fire and EMS coverage in its assigned regions of the Back Mountain region of Luzerne County, Pennsylvania.

ARTICLE III
MEMBERSHIP

- 3.1 Eligibility
 - 3.1.1 An individual who wished to petition for membership of this Corporation must meet the following criteria:
 - 3.1.1.1 Such individual must be at least eighteen (18) years old at the time of Petition.
 - 3.1.1.2 Deleted
 - 3.1.1.3 Any individual who petitions for membership that is at least 14 to 17 years of age will be considered for membership in the Junior Member Class.
 - 3.1.2 An organization who wishes to petition for membership of this Corporation must meet the following criteria:
 - 3.1.2.1 Organization must provide primary service to a Back Mountain municipality.
 - 3.1.2.2 Organization must be a non-profit organization.
- 3.2 Application for Membership
 - 3.2.1. If an individual meets the above criteria, they must fill out an application and

- have such signed and proposed by an active member of the Corporation. The applicant shall be interviewed by at least 2 members of the membership committee.
- 3.2.2. The completed application shall be given to the secretary of this Corporation and must be accompanied by the yearly dues.
 - 3.2.3 The application will be presented by the secretary at the next regularly scheduled meeting. Such application must also be accompanied by an endorsement of the Board of Directors.
 - 3.2.4 When the report of the membership committee is submitted, the applicant shall then be balloted on. A majority of those active corporation members present in person, shall elect or reject the application. The ballot may be cast with a show of hands vote.
 - 3.2.5 If an organization meets the above criteria, they must submit a letter of interest to join, signed by their President, Secretary and Fire and/or Ambulance Chief.
 - 3.2.6 The letter of interest shall be given to the secretary of this Corporation who shall notify the Board of Directors of its receipt and present it at the next regularly scheduled meeting.
 - 3.2.7 The Board of Directors will be charged with interviewing the applicant's governing board and presenting its summary of findings along with a recommendation on membership at the next regularly scheduled meeting.
 - 3.2.8 When the report of the Board of Directors is submitted, the applicant shall then be balloted on. A majority of those active corporation members present in person or by absentee ballot, shall elect or reject the application. The ballot may be cast with a show of hands vote. Members not able to attend the meeting shall be permitted to vote by written ballot by providing the Secretary with a signed statement containing their vote.
 - 3.2.9 All individual members of the applicant organization will be associate members of this corporation. Their membership in this class will end if the organization resigns from or is removed from membership.
 - 3.2.10 If any organization member or organization applicant wishes to be a merger track applicant, a letter of support must be provided to this Corporation by the municipalities who are receiving primary services from the applicant. Said letter shall acknowledge the municipality's commitment to recognize this Corporation to provide services. Failure to obtain said letter is not cause to reject organization into membership.
 - 3.2.10.1 All individual members of the applicant organization will become regular members of this organization following the expiration of the membership transition period that is outlined in the merger agreement.
 - 3.2.10.2 Membership class will be determined based upon the membership section of these bylaws except that those members who are active in the merging department will be granted active membership status immediately following

the transition period outlined in the merger agreement. Years of service accumulated with the applicant organization will be counted towards life membership in this Corporation.

3.2.11.1

Application for employment shall be forwarded to the appropriate chief and/or employment committee for approval. A successful candidate's eligibility for membership is contingent on the successful passing of required background checks and other certifications deemed necessary to perform the functions of the available position.

3.2.11.2

An individual may succeed to the active class upon meeting the point system requirements for their non-employment related membership provided all other membership rules are met and they are members in good standing.

3.3 Rejection of Application

3.3.1 If an application is rejected, the applicant shall be given notice of such by the secretary and the amount of their dues shall be returned to them.

3.4 Membership Classes

3.4.1 Membership in the Corporation shall be of the following classes:

3.4.1.1 Active

3.4.1.1.1 This class shall consist of those members who have met the qualifications as set forth in 3.5. The members of this class shall be privileged to vote, run for, and hold elected office in this Corporation. For purpose of these by-laws this class shall include those members meeting the requirements set forth in 3-4.1.4.

3.4.1.2 Associate

This class shall consist of those active Fire Company and / or active Ambulance Company members who have not met the qualifications for the year to maintain their active membership status. This class shall also consist of those members of a department that has an active organizational membership or who is a member of any other fire, rescue or ambulance department located in the Back Mountain. Also included are those members whose primary membership purpose is part-time employment related. Members of this class are not privileged to vote, run for or hold elected office.

3.4.1.3 Honorary

3.4.1.3.1 This class shall consist of those members who the Corporation may deem from time to time, to be worthy of such honors and who are not otherwise members of this Corporation. Members of this class shall

have no vote, may not run for or hold elected office, and are exempt from all dues.

3.4.1.4 Permanent Life

3.4.1.4.1 This class shall consist of those members who have twenty (20) years of “Active” service the last ten (10) of which must be continuous.

3.4.1.4.2 The members of this class must accrue four (4) meetings points to vote and/or six (6) meeting points to hold elected office.

3.4.1.5 Probationary

3.4.1.5.1. This class shall consist of those members who are newly elected to the Corporation and have not yet qualified for active Fire Company and/or active Ambulance Company membership. Members of this class shall have one year from the date of their election to fulfill the requirement for active membership in either or both companies of this Corporation. Probationary lists shall be reviewed yearly by the custodian of the points list to determine meeting of qualifications for active membership as set forth in Article 3.5 and or 3.6.

3.4.1.6 Junior

3.4.1.6.1 This class shall consist of those members who are at least 16 to 17 years of age and have met the qualifications as set forth in 3.5 for active fire company membership or 3.6 for active ambulance company membership. An individual may succeed to the active class upon reaching age 18 and be in good standing.

3.4.1.7 Organization

3.4.1.7.1 This class shall consist of organizations who have been elected to this Corporation to serve as a member corporation or a merger tract corporation. Member representatives of this class of membership shall not have the privilege to vote on any corporate business, vote, run or hold any elected positions except for those rights included in the merger agreement. No organization in this class may belong to any other regional department that is organized to perform fire, ambulance or related services.

3.4.1.8 Employee

3.4.1.8.1 This class shall consist of those whom are considered full-time employees of the Corporation who are eligible for all benefits offered to full-time employees and full-time employees hired via contractual arrangement. Members of this class shall not have the privilege to vote, run for or hold elected office.

3.4.1.9 Student

3.4.1.9.1 This class shall consist of those members who are at least 18 years of age and reside within our primary or mutual response area for educational purposes or apply for benefits offered to others who are in this class. This class must meet the qualifications of as set forth in 3.5 for active membership. Members of this class are not privileged to vote, run for or hold elected office.

3.5 Qualifications for Active Company Membership.

3.5.1 Point System

3.5.1.1 Active Membership shall be established under a point system as set forth in 3.5.1.2. A member must accrue fifty (50) points per year to be an active member, with exceptions noted.

3.5.1.2 A member may accrue points for participation in the following affairs of the Company:

Training Courses - 25 point maximum

Drills – 20 point maximum

Sleep-In or Stand-By – 20 point maximum

Elected or Appointed Positions – 25 point maximum

Attendance at Meeting – 20 point maximum

Participation in Department Responses - 40 point maximum

Miscellaneous Activities - 15 point maximum

3.5.1.3 Rules Governing the Awarding of Points

3.5.1.3.1 TRAINING COURSES – 25 point maximum

A. Courses under 20 hour duration – one point per hour, with a maximum five points.

B. Courses of 20-45 hours duration – one point per hour for each hour over initial twenty hours, with a maximum ten points.

C. Courses over 45 hour duration – 15 points per course.

3.5.1.3.2 DRILLS – 20 point maximum

A. One point per drill.

B. Minimum 5 points.

3.5.1.3.3 SLEEP-IN OR STAND-BY – 20 point maximum

A. Sleep-in – one point each full night.

a. Non-compensated service only.

B. Stand-by – one point each. A stand-by is defined as line of duty activity of the volunteer member, lasting for four hours, not falling under one of the other categories.

a. Non-compensated service only.

3.5.1.3.4 ELECTED OR APPOINTED POSITION – 25 point maximum

Elected or appointed position means line officers, department or company officers and president, vice president, treasury and secretary.

A. Completion of one year term in elected or appointed position.

a. Points not provided if removed from position.

B. Points pro-rated if an interim election or appointment is made.

3.5.1.3.5 ATTENDANCE AT MEETING – 20 point maximum

Attendance at any official meeting of the organization - one point per meeting.

A. Must attend 6 meetings to be eligible to vote, run for, or hold elected office.

B. Life members must attend 6 meeting to be eligible to run for elected office and 4 meetings to vote in in an election.

3.5.1.3.6 PARTICIPATION IN DEPARMENT RESPONSES – 40 point maximum

A. Minimum number of volunteer calls to earn points – 30.

a. 25 points to be awarded.

B. Emergency calls in excess of 75.

a. 15 additional points to be awarded.

3.5.1.3.7 MISCELLANEOUS ACTIVITIES – 15 point maximum

Participation in other activities not otherwise listed.

A. One point per occurrence.

B: Activity must be approved by Chief & President to qualify.

3.6 Removed

3.7 Failure To Qualify

- 3.7.1 An active member who has failed to qualify for active membership as set forth in 3.5 shall be classified as an associate member.
- 3.7.2 If a probationary member fails to qualify for active membership within the allotted time frame set forth in 3.4.1.5.1 their membership shall be terminated, and they shall be required to wait one (1) year from the date of their termination to reapply for membership.
- 3.8 Special Considerations
 - 3.8.1 Upon approval of the President, Fire Chief and Elected Assistant Fire Chief for Fire Company members and or the President, EMS Chief and Elected Assistant EMS Chief for Ambulance Company members, a member may qualify for meeting points not obtained due to circumstances beyond their control.
 - 3.8.2 Special consideration for maintaining active member status may be approved at the discretion of the Board of Directors for services rendered beyond those defined within the scope of the point system.
- 3.9 Date of Classification
 - 3.9.1 All members of the Fire Company and Ambulance Company shall be classified for active membership at the December meeting of each year.
- 3.10 Disqualification From Membership
 - 3.10.1 A member is disqualified from active membership in the Corporation for any of the following reasons:
 - Expulsion from the Corporation.
- 3.11 Return of Property
 - 3.11.1 When an individual terminates their membership, they shall be required to return all Company property in their possession to the Chief or Elected Assistant Chief of the Company in which they held their membership.
- 3.12 Renewal of Membership
 - 3.12.1 When an active member in good standing of the Fire Company and/or Ambulance Company has terminated their membership, such membership may be renewed, at any regular monthly meeting, by the payment of their dues, and a majority vote of the active corporation members present in person. This vote may be taken by a show of hands vote.
 - 3.12.2 Organizational Memberships described in 3.4.1 will be renewed annually by the Board of Directors at their annual reorganization meeting.

ARTICLE IV
DUTIES OF THE CORPORATE MEMBERSHIP

- 4.1 Fire Company Membership
 - 4.1.1 It shall be their duty to respond to any alarm of fire or other emergency to which the Company is called.
 - 4.1.2 When arriving at the scene they shall report to the officer in charge and attend to such duties as assigned and/or remain where stationed until properly relieved.
 - 4.1.3 They shall be authorized to respond to a fire or other emergency outside the jurisdiction of this Corporation if in their judgment such response is required.
 - 4.1.4 They shall be required to assure that both their actions and demeanor shall in no way have an adverse affect upon the good name of this Corporation

- 4.2 Ambulance Company Membership
 - 4.2.1 It shall be their duty to respond to any emergency or other call, when they are on call or when called by the Chief or officer in charge.
 - 4.2.2 They shall carry out such duties as are assigned by the officer in charge or are consistent with the emergency or call they are involved with.
 - 4.2.3 They shall be authorized to respond to calls or emergencies outside the jurisdiction of this Corporation, if in their judgment such response is required.
 - 4.2.4 They shall be required to assure that both their actions and demeanor shall in no way have adverse affect upon the good name of this Corporation.

ARTICLE V
BOARD OF DIRECTORS

- 5.1 Management
 - 5.1.1 All powers, business and affairs of the Corporation shall be exercised by and under the authority of the Board of Directors, hereinafter referred to, as "the Board" and the property, business and affairs of the Corporation shall be managed under the Board's direction. The Board shall have full power and authority to create rules and regulations for the organization and to appoint employees for the management of the corporation, as well as exercise other powers necessary for the smooth management of the corporation. Provided, however that the Board shall obtain the approval of a majority of the membership of Back Mountain Regional Fire & EMS, Inc. before it acts on any of the following matters:
 - 5.1.1.1 Amendments of the Articles of Incorporation for this corporation or of these By-laws;
 - 5.1.1.2 The sale, lease or exchange of all, or substantially all, of the property or assets of this corporation;

- 5.1.1.3 Merger or consolidation with any other corporation;
- 5.1.1.4 Election to dissolve this corporation;
- 5.1.1.5 Any significant fund raising activity; and
- 5.1.1.6 Any single capital expenditure of over \$10,000.00

- 5.1.2 The Board shall also institute procedures to provide for:
 - 5.1.2.1 Orientation of newly elected Board members to specific Board functions and procedures;
 - 5.1.2.2 Periodic re-examination of the relationship of the Board to the community as part of the planning process;
 - 5.1.2.3 A program of continuing education to be made available to all members of the governing body; and
 - 5.1.2.4 Transmittal of information to all members of the Board relating to the Board's responsibility for quality service and the improvement thereof.
 - 5.1.2.5 The Board of Directors shall hold and take charge of all Corporate property not otherwise herein provided for. It shall be responsible for the Corporate buildings and see to it that it is kept in good order at all times. It shall have overall control of all Corporate funds and valuable effects. It shall take actions that it deems in the best interest of the Corporation.

5.2 Number, Appointment, Term and Qualifications of Directors

- 5.2.1 The Board of Directors shall consist of six (6) officers (President, Vice President, Secretary, Treasurer, Fire Chief and EMS Chief), Assistant Fire Chief for every active station and the Assistant EMS Chief for every active station, five (5) elected trustees and two (2) appointed trustees.
- 5.2.2 Any natural person who agrees to serve in a voluntary capacity and who otherwise meets the eligibility for Board membership established by the Board of Directors shall be eligible to serve as a Board member. Board members should be elected \ appointed on the basis of their demonstrated awareness of the purposes and needs of the Corporation. Directors must be committed to serving all segments of the community and must possess qualities of honesty, integrity and justice. They must be conscientious in carrying out their duties and owe a fiduciary duty to the Corporation.
- 5.2.3 The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer.. These officers shall comprise four of the Board seats, and shall be elected to the Board of Directors by the membership as trustees and elected as officers by the Board of Directors at the annual reorganization meeting each year as set forth in the By-laws.
- 5.2.4 The nine elected trustees shall be elected to serve three-year (3) terms, with three (3) trusteeships to be contested each year. These nine (9) trustees shall comprise nine (9) of the Board seats.

At the January meeting each year, the membership shall elect three (3) trustees and an equal number of Assistant Fire Chief's and Assistant EMS Chief's as the Corporation has active station locations.

- 5.2.5 The Fire Chief and EMS Chief shall be appointed by the Board at its annual reorganization meeting. The term of the appointment shall be (1) one year. The (2) appointed trustees shall be appointed by the Board at its annual reorganization to a two year term with (1) appointment to be made each year. These positions do not require membership in the Corporation.
- 5.3 Resignation or Removal and Attendance Requirements
 - 5.3.1 A Board member may resign at any time by tendering his/her resignation in writing to the President of the Board or the Secretary, which shall become effective upon receipt by said officer.
 - 5.3.2 The Board of Directors may, by a two-thirds (2/3) affirmative vote, remove any Board member of this Corporation from office, under the conditions contained in Article XIII, Paragraph 1.
 - 5.3.3 Board members shall be expected to attend and participate in all Board meetings unless unavoidably prevented from doing so. The Board of this Corporation, by a two-thirds (2/3) vote, may but shall not be required to, remove any Board member from office who has failed to attend four (4) consecutive meetings of the Board.
 - 5.3.4 Members of the Board of Directors and members of all committees shall receive no compensation for any services rendered in their capacities as Directors or committee members. However, nothing herein contained shall be construed to preclude any Board member or committee member from receiving compensation from the Corporation for expenses incurred for serving the Corporation as a Board or committee member or in any other capacity. Any member of the Board of Directors who is employed directly or indirectly by the Corporation for more than 500 hours annually, shall be a non-voting member of the Board of Directors.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

- 6.1 Annual Meeting
 - 6.1.1 The annual meeting of the Board shall be held at a time and place designated each year and advertised, for the transaction of such business that may properly come before the meeting. The members of the Corporation shall have the opportunity to attend the annual meeting for the purpose of expressing any views the membership may have to the Board. That meeting shall be well publicized in advance of the meeting date and shall be held at the time convenient for attendance by the general membership.

6.2 Regular Meetings of the Board

6.2.1 Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of the regular meetings need not be given unless otherwise required by law or these By-laws.

Reorganization Meeting of the Board

6.2.2 The reorganization meeting of the Board shall be held following the election of officers meeting in January. The Board's business shall be limited to the election of corporate officer positions, the appointment of the Fire & EMS chiefs and other appointed positions identified in these bylaws or other organizational documents.

6.3 Special Meetings of the Board

6.3.1 Special meetings of the Board may be called at any time by the President or shall be called by the President upon receipt of the written request of any three (3) or more Board members. Notice of such meeting shall be given to each director by telephone or in writings at least twenty-four (24) hours (in the case of notice by telephone, facsimile, or e-mail) or forty-eight (48) hours (in case of notice by telegram) or five (5) days (in case of notice by mail) before the time at which the meeting is to be held. Every such, notice shall state the time, place and purpose of the meeting. The business to be transacted at any special meeting of the Board shall be limited to those items of business set forth in the notice of the meeting.

6.4 Place and Notice of Board Meetings

6.4.1 Board members shall be given written notice of each meeting of the Board and such notice shall set forth the time and place of each meeting. Such notice shall be signed by the Secretary of the Corporation and delivered to each Board member either personally or by mail, telephone, facsimile transmission, e-mail or telegram to his/her residence or place of business, as listed in the Corporate Office, not less than five days prior to such meeting. Notice of any meeting of the Board may be waived by the execution of a written waiver of such notice, either before or after the holding of such meeting by any Board member. Such waiver shall be filed with or entered upon the records of the meeting. The attendance of any Board member at any such meeting, without protesting the lack of proper notice at the commencement of the meeting, shall be deemed to be a waiver by him/her of notice of the meeting.

6.5 Quorum

6.5.1 Except as otherwise provided herein, a majority of the Board members of the Corporation shall constitute a quorum for the transaction of business. In addition to those Directors who are actually present at a meeting, Directors shall, for purposes of these By-laws, be deemed present at such meeting if a telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Directors from the meeting, so as to reduce the number of Directors present to fewer than the number required for a quorum, shall not affect the validity of any act or action taken by the Board at the meeting or any adjournment thereof. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment, unless the time and place of the adjourned meeting are announced at the time of adjournment to all Directors present. Every Director shall be entitled to one vote.

6.6 Board and Board Committee Action without a Meeting

6.6.1 Any action which may be taken at a meeting of the Board or a Board committee may be taken without a meeting if a consent in writing setting forth such action is agreed to by the majority of all Directors or members of the committee, as the case may be, and is filed in the minutes of the proceedings of the Board or of the committee. This agreement must be documented with either a signature of the Directors or acknowledgement by an electronic method.

6.7 Proxy Voting

6.7.1 Proxy Voting shall not be permitted.

6.8 Minutes

6.8.1 Minutes of each meeting of the Board and those Committees specified by the Board shall be taken by the Secretary or his/her designee and be disseminated to each Director as soon as practicable after the conclusion of the meeting.

6.9 Interested Directors of Offices; Quorum

6.9.1 No contract or transaction between the corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, or which is controlled by or employs an individual with whom an officer or Director of the

Corporation maintains a personal, family or other significant personal relationship, shall be void or voidable solely for such reason, if:

6.9.1.1 The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum, and the interested director(s) removes himself/herself from any meeting of the Board of Directors wherein the contract or transaction shall be discussed, refrains from discussing the contract or transaction with any other interested or disinterested director and does not vote upon the approval or disapproval of the contract or transaction; or

6.9.1.2 The contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the Board. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorized a contract or transaction specified in this Section.

ARTICLE VII DUTIES OF OFFICERS

7.1 Officers

7.1.1 The officers of the Corporation shall consist of the President of the Board, the Vice-President of the Board, the Secretary, the Treasurer, the Fire Chief and the EMS Chief. Each officer shall be elected by the Board of Directors at its reorganization meeting and shall hold office for the term of one (1) year or until their successors are elected and qualified except in the event of their earlier death, resignation or removal. Unless otherwise specified in these By-laws, officers of the Corporation shall be Directors of the Corporation. Additional offices may be created at any Board meeting and filled by action of the Board. However, such additional officers shall not be Board members.

7.2 Resignation or Removal of Officers

7.2.1 Any officer of the Corporation may resign at any time by tendering their resignation in writing to the President or Vice-President of the Board. The resignation becomes effective immediately upon receipt.

7.3 President

7.3.1 The President shall be the chief executive officer of the Corporation and as such preside at all regular and special meetings of the Board and the Corporation. The President shall appoint all committees and their chairperson in accordance with these By-laws and is an ex-officio member of all committees. The President shall have the right to appoint all adhoc committees deemed desirable, with full right to remove or substitute, and must appoint a committee on the recommendation of

any three (3) Board members. The President shall have such other duties and responsibilities as shall be delegated to the President by these By-laws and by the Board from time to time. The President shall have no vote on any question, except in the case of equal division, when the President's vote shall decide the question. The President shall have general and active management of all Corporate business and shall see to it that all orders and resolutions of the board and the Corporation are carried out. The President shall be charged with maintaining order and decency at all meetings of the Corporation. The President must be a Director of the Corporation.

7.4 Vice-President

7.4.1 In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President for the unexpired term, and the Board shall elect a successor to the Vice-President. In so acting the Vice-President shall have all the powers and authority of the President. This power and authority shall pass to the Secretary in the event that the Vice-President is unable or refuses to act. The Vice-President shall perform such other duties as from time to time be assigned to the Vice-President by the President. The Vice- President must be a Director of the Corporation.

7.5 Secretary

7.5.1 The Secretary shall attend all regular and special meetings of the Board and the Corporation, and keep full minutes of all proceedings, and shall perform like duties for the Board and committee meetings when required. The Secretary shall keep a correct roll of the Corporation and shall call the same at every membership meeting. The Secretary shall give, or cause to be given, to all newly elected members notice of such election and furnish them with a book of By-laws and rules of the Corporation. The Secretary shall make out all orders and checks on the Corporation, in compliance with the guidelines provided in the Money and Investing policy and procedures manual established by the Board. The Secretary shall collect all dues, fines and other money received by the Corporation. The Secretary will notify all delinquent members in arrears. The Secretary shall give, or cause to be given, notice of all regular, special and Board meetings. The Secretary shall perform such other duties as may be from time to time prescribed by the Board and/or the President. The Secretary shall have the power to appoint a corresponding secretary who shall serve during the term of the Secretary, but shall not be a Board member. The Secretary must be a Director of the Corporation.

7.6 Treasurer

7.6.1 The Treasurer shall have custody of the Corporate funds, and shall keep a full and accurate accounting of all Corporate disbursements. The Treasurer shall deposit all money and valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Board. The Treasurer shall give the Secretary a receipt for all money paid by the Treasurer. The Treasurer shall

report monthly on the state of the funds of the Corporation. The Treasurer shall not dispose of any Corporate funds unless duly authorized by and in compliance with the Money and Investing policy and procedures manual. The Treasurer must be a Director of the Corporation.

7.6.1.1 The Corporation shall maintain a performance bond on the Treasurer for faithful performance of assigned duties with surety in such sum as deemed adequate by the Board.

7.7 Fire Chief (Known here after as Regional Fire Chief)

7.7.1

The Regional Fire Chief shall have charge over the Fire Department and act as the liaison for the Board of Directors in discharge of the duties of the Corporation.

The Regional Fire Chief shall have charge of all Back Mountain Regional Fire and EMS personnel at all fires, emergency and nonemergency calls to assure accountability, safety, and that all orders are executed properly.

The Regional Fire Chief will carry out the duties and hold responsibilities as directed by the Board of Directors. A formal job description of the Regional Fire Chief defining such duties and responsibilities shall be approved and reviewed annually by the Board of Directors.

The Regional Fire Chief is charged with building and maintaining practices within all Battalions of the Fire Department to ensure balance, equity, and harmonious operations.

The Regional Fire Chief shall work with all other operational arms of the corporation so that all units of Back Mountain Regional Fire and EMS function harmoniously for the good of the community.

The Regional Fire Chief shall be responsible for maintaining communication and developing relationships for the advancement of smooth and harmonious operations with all mutual aid departments.

The Regional Fire Chief shall be a Director of the Corporation.

7.8 Assistant Fire Chief (Known here after as Battalion Chief)

7.8.1

The Battalion Chief shall be responsible for the daily Fire Department operations of the station assigned to them by the Regional Fire Chief, and additionally support the operations of any non-assigned stations in the absence of the stations assigned Battalion Chief or the Regional Fire Chief. In the event of the absence of the Regional Chief to perform the duties of a Battalion Chief within his or her domiciled station or stations coverage area, a Battalion Chief from outside of the domiciled station may take charge as deemed necessary to carry out the duties of the Corporation.

The Battalion Chief shall see to it that all trucks and other property of the Fire Department are returned to the building after every call, in good condition, and returned to service for future response. The Battalion Chief shall take, or cause to have taken, roll call of all Fire Department personnel at the building after each call.

The Battalion Chief shall provide a list of candidates deemed acceptable to the Regional Fire Chief for screening and possible appointment as Line Officers or Ancillary Personnel within their appointed station.

The Battalion Chief's shall be Directors of the Corporation, and must be an active member of the Corporation.

7.8.2 Assistant Fire Chief, Line Officer, Chief's Aid, and Fire Police Officers appointed by the Regional Fire Chief.

The Assistant Fire Chief, Line Officer, Chief's Aid, and Fire Police Officer as appointed by the Regional Fire Chief shall assist the Regional Fire Chief and Battalion Chief in the discharge of the daily duties of the fire department operations.

The Assistant Fire Chief shall, in the absence of the Battalion Chief, shall assume the operational duties of the Battalion Chief.

7.9 EMS Chief (Known here after as Regional EMS Chief)

The Regional EMS Chief shall have charge of the Ambulance Company and act as the liaison for the Board of Directors in discharge of the duties of the Corporation.

The Regional EMS Chief will carry out the duties and hold responsibilities as directed by the Board of Directors. A formal job description of the Regional EMS Chief defining such duties and responsibilities shall be approved and reviewed annually by the Board of Directors.

The Regional EMS Chief is charged with building and maintaining practices within all Stations to ensure balance, equity, and harmonious operations.

The Regional EMS Chief shall additionally work with all other operational arms of the corporation so that all units of Back Mountain Regional Fire and EMS function harmoniously for the good of the community.

The Regional EMS Chief shall be responsible for maintaining communication and developing relationships for the advancement of smooth and harmonious operations with all mutual aid departments.

The Regional EMS Chief Shall be a Director of the Corporation.

7.10 Assistant EMS Chief (Known here after identified as EMS Chief)

7.10.1

The Assistant EMS Chief shall assist the Regional EMS Chief in the discharge of the duties of the Corporation.

The EMS Chief will be responsible for the daily ambulance department operations for the station assigned by the Regional EMS Chief.

The EMS Chief shall see that all units and other property of the Ambulance are returned to the station after every call, in good condition, and returned to service for future response. The EMS Chief shall take, or cause to have taken, roll call of all Ambulance personnel at the building after each call.

The EMS Chief Shall see that all medical paperwork, documents are filed properly, and that all procedural and privacy policies as instituted by the Authority Having Jurisdiction are carried out to the letter of the law.

The Assistant EMS Chief shall be a Director of the Corporation, and shall be an active member of the Corporation.

ARTICLE VIII
MEETINGS

- 8.1 Monthly Meetings
 - 8.1.1 The regular monthly meetings of the Corporation shall be held on the fourth (4th) Monday of each month at a time designated by the President or the Board.
- 8.2 Special Meetings
 - 8.2.1 Special meetings of the Corporation may be called by the President or the Board upon written requests to the Secretary by fifteen (15) active members of the Corporation.
 - 8.2.2 The Secretary shall fix the date and the time of such meeting which shall be held no more than ten (10) days after.
 - 8.2.3 The Secretary shall be required to notify such active members of the date and time of such special meetings.
 - 8.2.4 Business to be transacted at all special meetings shall be confined to that business stated in the call.
- 8.3 Quorum
 - 8.3.1 Fifteen (15) active members of the Corporation, present in person, shall be necessary to constitute a quorum for the transaction of business. If, however, any meeting of members cannot be organized because a quorum has not been met, the active members, present in person, shall have the power to set such date and time for the meeting as they may determine, except as provided for in 7.3.2.
 - 8.3.2 Any meeting called for the election of officers and/or trustees, if a quorum of active members is not present in person, the meeting shall be adjourned for a period of not more than ten (10) days as a majority of those active members, present in person shall direct until such officers and/or trustees have been elected.
- 8.4 Roberts Rules of Order
 - 8.4.1 All meetings of the Board and the Corporation shall be governed by the Roberts Rules of Order.

ARTICLE IX
ELECTIONS

- 9.1 Officers
- 9.2 One Office
 - 9.2.1 No active member of this Corporation shall hold more than one elected office.
- 9.3 Vacancies
 - 9.3.1 When a vacancy occurs in any elected office, the Corporation, at its next regularly scheduled meeting, shall elect an active member of the Corporation to fill the unexpired term by a majority vote.
- 9.4 Date of Election
 - 9.4.1 The election of officers shall take place at the regularly scheduled monthly meeting in January.
 - 9.4.2 The nomination of officers shall take place at the regularly scheduled monthly meeting in December and shall be closed. If nomination for a specific office is not filled at the regularly scheduled December meeting, nomination for said office will remain open and be accepted at the January meeting.
- 9.5 Nominations
 - 9.5.1 Nominations shall be from the floor and shall not be closed until every active Corporate member has been given the privilege of nominating the candidate of their choice.
 - 9.5.2 No active member of the Corporation may be nominated for any Corporate office unless they are present in person at the time nominations are made or unless said member provides written notice to the Secretary, that if nominated for a particular office they will run and if elected they will serve.
- 9.6 Ballot
 - 9.6.1 The election of officers shall be by previously prepared printed ballot.
- 9.7 Absentee Ballot
 - 9.7.1 If an active Corporate member, due to circumstances beyond their control, is unable to be present for the election of officers, they may with the approval of the President cast their ballot in absentee subject to the following criteria:
 - 9.7.1.1 They must provide the Secretary with written notice of their choice for each office being contested.
 - 9.7.1.2 If their choice for a given office is nominated for that office, then their vote shall be counted in that candidates total.
 - 9.7.1.3 If their choice for a given office is not nominated for that office, then their vote for that office will not count.
- 9.8 Majority Rule
 - 9.8.1 The candidate receiving the majority of all votes cast shall be declared elected.
 - 9.8.2 In the case where no candidate receives the majority of all votes cast on the first

ballot, then the candidate receiving the lowest number of all votes cast shall be dropped from contention and the election continued until a remaining candidate shall receive the majority of all votes cast.

ARTICLE X COMMITTEES OF THE BOARD

10.1 Committees of the Board

10.1.1 The President shall appoint the members and the chairpersons of such standing committees of the Board as are provided for in these By-laws. Unless otherwise specified, committee members may include, in addition to Directors, appointees from the membership and members of the community. These appointments shall be made by the first meeting of the Board after its annual meeting. In addition, the President may also appoint the members and chairperson of such special committees, as the Board shall create. The President shall be a member of all Committees, ex-officio, but without vote unless specifically named as a member of a particular committee.

10.1.2 Except as otherwise directed by the Board, no committee or member thereof shall have the power to bind the Corporation.

10.2 Standing Committees

10.2.1 The Junior Member Committee will approve all applications for Junior membership, oversee the operations, training and other requirements for the Junior Program. All rules and policies governing the Junior Program will be established by the Committee and be ratified by the Board of Directors. The Junior Member Program will be in compliance with all applicable Federal and State laws and standards.

10.2.2 Standing committees shall be those named by the Board or the President and shall have and may exercise all of the powers set forth by the Board or the President. Standing committees shall become thoroughly informed on their duties, shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the Board.

10.3 Special Committees

10.3.1 Special committees shall be created, as required, by resolution of the Board. The purpose, duties, number of members and reporting requirements of the committee shall be specified in the resolution creating the Committee.

10.4 Committee Members' Term of Office

10.4.1 Each member of a committee shall be appointed for a year (unless otherwise specified), and shall continue in office until the next annual meeting of the Board and until their successor is appointed unless the committee of which they are a member shall be sooner terminated by the Board, or until the sooner death,

resignation or removal of such member as a committee member, Board of Director, or member of the Corporation.

10.5 Committee Meetings

10.5.1 Meetings of any committee of the Board may be called by the chairperson of such committee by giving notice of such meeting, setting forth its time and place, delivered personally or by mail, telephone, facsimile, or e-mail to the residence or place of business of the committee member as listed in the Corporate office at least two (2) days prior to such meeting. Unless otherwise provided in these By-laws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board with recommendations.

10.6 Committee Action Without a Meeting

10.6.1 Actions of any committee may be taken without any formal meeting of such committee if taken in accordance with the provisions of these By-laws.

10.7 Resignation or Removal of Committee Members

10.7.1 A member of any committee may resign at any time by tendering their resignation in writing to the President of the Board. Resignation as a member, or Board member shall also constitute resignation as a member of any committee of the Board unless appointed to specific committee by the Board. The Board may, by a majority vote, remove any member from a committee, with or without cause, and may also remove any such member for failing to attend four (4) consecutive meetings of a committee.

ARTICLE XI INDEMNIFICATION

11.1 Limitation of Personal Liability of Directors

11.1.1 A director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless;

11.1.1.1 The director has breached or failed to perform the duties of their office as Defined in Section 2 below; and

11.1.1.2 The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

11.1.2 The provisions of this Section shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law.

11.2 Standard of Care and Justifiable Reliance

11.2.1 A director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform their duties as a director, including his/her duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

11.2.1.1 One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

11.2.1.2 Legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons; or

11.2.1.3 A committee of the Board of Directors upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

11.2.2 In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interest of the Corporation, consider the effects of any action upon employees, suppliers and customers of the Corporation and communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of this Section.

11.2.3 Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

11.3 Indemnification in Third Party Actions

11.3.1 The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against

expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action suit or proceeding if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful.

11.4 Indemnification in Derivative and Corporate Actions

11.4.1 The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if such person acted in good faith or in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been judged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which such action or suit was-brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Court of Common Pleas or such other court shall deem proper.

11.5 Determination of Entitlement to Indemnification

11.5.1 Unless ordered by a court, any indemnification under Section 3 above shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he/she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding: or if such a quorum is not obtainable, or even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in written opinion.

11.6 Supplementary Indemnification Coverage

11.6.1 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote and members of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity, while holding such office, it is the policy of the Corporation that indemnification of, and advancement of expenses to, directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of the Article 11 shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the Nonprofit Corporation Law of 1988 ("NPCL") or any modification, or adoption of any other law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, directors and officers of corporations.

11.7 Advancing Indemnification Expenses

11.7.1 The Corporation shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article 11 in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation.

11.8 Duration and Extent of Indemnification Coverage

11.8.1 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 11 shall, unless otherwise provided, when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of their heirs, executors and administrators of such person.

11.9 Indemnification Fund

11.9.1 The Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, to secure or insure its indemnification obligations, whether arising under the By-laws or otherwise. The authority shall include, without limitation, the authority to:

- 11.9.1.1 Establish a form of self-insurance,
- 11.9.1.2 Deposit funds in trust or escrow,
- 11.9.1.3 Secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Corporation, or
- 11.9.1.4 Establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article 11.

11.9.2 The provisions of this Article 11 shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 3 or Section 4 of this Article 11 but whom the Corporation has the power or obligation to indemnify or to advance expenses for, under the provisions of the NPCL or otherwise. The authority granted by this Section shall be exercised by the Board of Directors of the Corporation.

11.10 Separate Indemnification Agreements

11.10.1 The Corporation shall have the authority to enter into a separate indemnification agreement with any officer, director, employee or agent of the Corporation or any subsidiary providing for such indemnification of such person as the Board of Directors shall determine up to the fullest extent of the law.

11.1 1 Procedures for Indemnity Claims/Assumption of Defense by Corporation

11.1 1.1 As soon as practicable after receipt by any person specified in Section 11.3 or Section 11.4 of Article 11 or notice of commencement of any action, suite or proceeding specified in Section 11.3 or Section 11.4 of Article 11, such person shall, if a claim with respect thereto may be made against the Corporation under Section 11 of these By-laws, notify the Corporation in writing of the commencement of thereat thereof; however, the omission of notifying the Corporation shall not relieve the Corporation from any liability under Article 11 of these By-laws unless the Corporation shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article 11 of these By-laws. With respect to any such action as to which such person notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and except as otherwise provided herein, to the extent that it desires, the Corporation, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation to the reasonable satisfaction of such person. After notice from the Corporation to such person of its selection to assume the defense thereof, the Corporation shall not be liable to such person under Article 11 of these By-laws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than otherwise provided herein. Such person shall have the right to employ his her own counsel in such action, but the fees and expenses of such counsel shall be at the expense of such person unless,

11.1 1.1.1 The employment of counsel by such person shall have been authorized by the Corporation;

11.1 1.1.2 Such person shall have reasonably concluded that there may be a conflict of interest between the Corporation and such person in the conduct of the defense of such proceedings; or

11.1 1.1.3 The Corporation shall not in fact have employed counsel to assume the defense of such action.

11.11.2 The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Article 11 of these By-laws or advancement of expenses are not paid or made by the Corporation, or on its behalf, within 90 days after written claim for indemnification or a request for any advancement of expenses has been received by the Corporation, such person may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall be indemnified by the Corporation.

11.12 Insurance

11.12.1 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify under against such liability under the provisions of this Article 11.

ARTICLE XII ANNUAL REPORT OF THE BOARD

The Board shall direct the President and Treasurer to present to the annual meeting of the Board a report showing the appropriate detail of the following:

12.1.1 The assets and liabilities including the trust funds, of the Corporation of the end of the fiscal year immediately preceding the date of the report.

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

12.1.3 The revenue of receipts of the Corporation, both unrestricted and restricted to particular purposes, during the year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the Corporation. The annual report of the Board shall be filed with the minutes of the annual meeting of the Board.

ARTICLE XII EXPULSION

13.1 The Following Shall Be Just Cause For Expulsion From The Corporation

13.1.1 Failure to pay annual dues by January 31, of the year in which they are due.

13.1.2 Disobedience of orders from an officer or person otherwise in charge.

13.1.3 The use of profane or indecent language in or about the building, or when engaged in duties or functions with the public.

13.1.4 The willful damaging of any property belonging to the Corporation or any of its membership.

13.1.5 The removal of any property belonging to the Corporation or any of its membership without their knowledge or permission.

13.1.6 Alteration or defacement of Corporation records.

13.1.7 The divulgence to any person or persons, not a member of this Corporation, any remarks made at a meeting, any other company business or a vote against a candidate for membership.

13.1.8 Any act or misdemeanor unbecoming to a gentleman or lady that may reflect upon this Corporation and the good name thereof.

13.1.9 Failure of an associate member to participate in the Corporation's activities, purpose or functions that improve the organization.

13.1.10 Any actions taken by an Organizational member that harms this Corporation.

13.2 Right of the Membership

13.2.1 Any member who is to be considered for expulsion shall have the right to demonstrate just cause to the Board of Directors why such expulsion should not be carried out.

13.3 Suspension

13.3.1 The temporary suspension of any member shall be immediate with the approval of the respective Chief and President. The suspension will remain in effect until the next Board of Directors meeting.

13.3.2 Following the temporary suspension of any member, the Board of Directors will either extend a suspension for a fixed amount of time or proceed with a vote of expulsion.

13.4 Vote of Expulsion

13.4.1 All expulsions of individual active or permanent life members from the Corporation shall be made only on a recommendation of the Board of Directors and only then if by a vote of two-thirds (2/3) of the active members of the Company, present in person.

13.4.2 Expulsions of organizational members, associate members and juniors from the Corporation shall be made by a two-thirds (2/3) vote of the Board of Directors present in person at any Board of Directors meeting .

ARTICLE XIV
CORPORATE SEAL

14.1 It shall be in the custody of the Secretary who shall affix the same to any legal instrument when duly authorized.

ARTICLE XV
DUES

The annual dues for membership in the Corporation shall be set at one dollar (\$1.00) per year, and must be paid prior to the election of officers in January.

ARTICLE XVI
BY-LAWS

16.1 Amendments

16.1.1 They shall be received in writing and signed by at least five (5) active members of the Corporation. They shall then be turned over to the committee on by-laws. After their recommendation and the amendments have been read at two meetings, they may be voted on at the second meeting and must receive a majority vote of those active members present in person for approval.

16.2 Disputes

16.2.1 Should any disputes as to the true intent and meaning of these by-laws arise, the question shall be referred to the committee on by-laws, to construe the section in dispute, and their recommendation shall be referred to the Corporation for resolution.

ARTICLE XVII
BENEFITS

- 17.1 Statement of Benefits
 - 17.1.1 The benefits offered by the Corporation and the qualifications to participate in these benefits shall be governed by the "Statement of Benefits" publication of this Corporation.
- 17.2 Benefit Rules
 - 17.2.1 Any and all listed benefits, benefit qualifications, benefits changes, addendum's etc., are subject to change and/or elimination at any future date by a vote of the Board of Directors and the membership of the Corporation subject to the rules and regulations of these By-Laws.

ARTICLE XVIII
PARTISANSHIP

- 18.1 Rules Governing Partisanship
 - 18.1.1 No officer or member of this Corporation shall in any manner use this Corporation for partisan purposes.
 - 18.1.2 No discussion of any partisan question shall be permitted at any Corporation meeting.
 - 18.1.3 The Corporation shall make no nomination, recommendation or endorsements for any political office.

ARTICLE XIX
IN CASE OF DISSOLUTION

- 19.1 In case of dissolution of this Corporation, the proceeds thereof remaining, after all property belongings to the Corporation and all debts and liabilities have been discharged, shall be disposed of in accordance with the Articles of Incorporation.

ARTICLE XX
STANDING PROCEDURES

- 20.1 In addition to the by-laws the Corporation may from time to time adopt such matters as the membership may consider of a routine nature under the heading of Standing Procedures. Such procedures may be adopted or replaced by a motion and the majority vote of those active members present in person. These procedures shall not be inconsistent with the by-laws and they shall be recorded as an appendix to these by-laws.