

BYLAWS
WORTHINGTON FIRE DISTRICT
REVISED JUNE 4, 2014

ARTICLE I

Introduction

These are the Bylaws of the WORTHINGTON FIRE DISTRICT, a district defined in Section 7-324 of the Connecticut General Statutes established on January 28, 1920, the territorial limits of which are described in Volume 61 at Page 57 of the Berlin Land Records.

ARTICLE II

Committee

Section 2.1 - Number and Qualifications; WORTHINGTON FIRE DISTRICT COMMITTEE

- (a) The affairs of the WORTHINGTON FIRE DISTRICT shall be governed by the Committee which shall consist of three (3) persons, all of whom shall be residents of the District. If any real property within the District is owned by a partnership or corporation, trust or other entity, any officer, partner, trustee or member of the entity shall be eligible to serve as a Committee __ member and shall be deemed to be a resident for the purposes of the -- preceding sentence. Committee members shall be elected by the residents except for those appointed by the Committee. At any meeting at which Committee members are to be elected, Roberts Rules of Order shall define the procedure for conducting the election.
- (b) The terms of one-third (1/3) of the Committee members shall expire annually.
- (c) Committee Members, at its first meeting following the District's Annual Meeting, shall elect a Chairperson and a Clerk from its Members.

Section 2.2 — Powers and Duties. The Committee may act in all instances on behalf of the District, as provided in these Bylaws. The Committee shall have the powers and duties necessary for the administration of the affairs of the District which shall include but not be limited to, the following:

- (a) Adopt and amend bylaws, rules and regulations;
- (b) Adopt and amend budget for revenues, expenditures and reserves;

- (c) Collect taxes and assessments;
 - (d) Hire and discharge employees and agents;
 - (e) Institute, defend or intervene in litigation or administrative proceedings in the District's name on behalf of the District;
 - (f) Make contracts and incur liabilities;
 - (g) Regulate the use, maintenance, repair, replacement and modification of the District's water main, sewer lines and other facilities;
 - (h) Cause additional improvements to be made as required by development in the District;
 - (i) Acquire, hold, encumber and convey in the District's name any right, title or interest to real property or personal property;
 - (j) Acquire or grant easements to fulfill the purposes of the District;
 - (k) Impose and receive payments, fees or charges for the use, rental or operation of facilities of the District and for services provided to residents;
 - (l) Impose charges or interest or both for late payment of assessments and, after Notice and Hearing, levy reasonable fines for violation of the Declaration, Bylaws, Rules and Regulations of the Association;
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- (m) Assigns the District's right to future income, including the right to receive assessments;
 - (n) Exercise any other powers conferred by the charter, by-laws or Connecticut General Statutes;
 - (o) Exercise all other powers that may be exercised in this state by legal entities of the same type as the District; and
 - (p) Exercise any other powers necessary and proper for the governance and operation of the District.

Section 2.3 — Standard of Care. In the performance of their duties, the officers and Committee Members of the District are required to exercise ordinary and reasonable care if elected.

Section 2.4 — Indemnification. The District shall indemnify all persons who have served or may serve at any time as Committee Members of the District, and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand action, proceeding, or judgment that may be asserted against any such persons, or in which any such persons are made parties by reason of their being or having been Committee Members of the District. However, this right of indemnification shall not exist in relation to matters to which it is adjusted on in action, suit, or proceeding that any such persons are liable for negligence or wanton misconduct in the performance of their duty as a Committee Member.

Section 2.5 — Removal of Committee Members. The District, by two-thirds (2/3) vote of all persons present and entitled to vote at any meeting of the District at which a quorum is present, may remove a Committee Member with a cause.

Section 2.6 — Vacancies. Vacancies in the Committee may be filled by a majority of the remaining such Committee Members constituting the Committee. Each person so elected or appointed shall be a Committee Member for the remainder of the term of the Committee Member so replaced.

Section 2.7 — Regular Meetings. The Committee shall set a regular meeting schedule in accordance with the Connecticut General Statutes, as amended.

Section 2.8 — Special Meetings. Special meetings of the Committee may be called by the Committee Chairman or by a majority of the Committee Members on at least three (3) business days' notice to each Committee Member. The notice shall be hand-delivered or mailed and shall state the time, place and purpose of the meeting. Notice shall also be provided to the Town Clerk of Berlin at least three (3) days prior to the Special Meeting.

Section 2.9 — Location of Meetings. All meetings shall be held within the Town of Berlin, unless all Committee Members consent in writing to another location.

Section 2.10 — Waiver of Notice. Any Committee Member may waive a notice of any meeting in writing. Attendance by a Committee Member at any meeting of the Committee shall constitute a waiver of notice. If all the Committee Members are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

Section 2.11 — Quorum. At all meetings of the Committee, a majority of the Committee Members shall constitute a quorum for the transaction of business, and the votes of a majority of the Committee Members present at a meeting at which a quorum is present shall constitute the decision of the meeting. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

At any adjourned meeting at which a quorum is present any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 2.12 — Compensation. A Committee Member may receive a fee for acting as such and reimbursement for necessary expenses actually incurred in connection with his or her duties.

Section 2.13 — Consent to Corporate Action. If all the Committee Members, severally or collectively consent in writing to any action taken or to be taken by the Committee, and the Committee Members constitutes a quorum for such action, such action shall be a valid corporate action as though it had been authorized at a meeting of the Committee, as the case may be. The Chairman shall file such consents with the minutes of the meetings of the Committee.

Article III

District

Section 3.1 — Annual Meeting. Annual Meetings of the District shall be held during the month of June. Notice of the Annual Meeting shall be given in accordance with the Connecticut General Statutes as amended. The District may transact business at such meetings as may properly come before them.

Section 3.2 — Budget Meeting. The budget shall be considered at the Annual Meeting.

Section 3.3 — Special Meeting. Special meeting of the district may be called on the application of ten per cent of the total number of persons qualified to vote in the meeting of the District or twenty of the voters of such district, whichever is less, or by the Chairperson or any two Committee Members. Any special meeting called on the application of the voters shall be held within twenty-one (21) days after receiving such application.

Section 3.4 — Place of Meetings. Meeting shall be held at such suitable place convenient to the residents as may be designated by the Committee.

Section 3.5 — Notice of Meetings. Notice of the Annual Meeting and all Special Meetings shall be given in accordance with the Connecticut General Statutes, as amended.

Section 3.6 — Adjournment of Meeting. At any meeting of the District, the meeting may be adjourned in accordance with the Connecticut General Statutes, as amended.

Section 3.7 — Order of Business. The order of business at all meetings of the District shall be as follows:

- (a) Roll call (or check-in procedure);
- (b) Proof of notice of meeting;

- (c) Election of Committee Member (if required);
- (d) Reports (if required);
- (e) Approval of Budget (if required);
- (f) Establish mill rate (if required);
- (g) Old Business
- (h) New Business

Section 3.10 — Voting.

- (a) Each resident is entitled to cast one vote;
- (b) The vote of a partnership, corporation, trust or other entity may be cast by any officer, partner, trustee or member of such entity in the absence of express notice of the designation of such person by the operating agreement, bylaws or trust provisions of owning entity. The moderator of the meeting

may require reasonable evidence that a person voting on behalf of a partnership, corporation trust or other entity is qualified so to vote.

Section 3.11 — Quorum. At all meetings of the District a Quorum for the transaction of business shall be established in accordance with the Connecticut General Statutes, as amended.

Section 3.12 — Majority Vote. The vote of a majority of the residents present in person at a meeting at which quorum shall be present shall be binding upon all residents for all purposes except where a higher percentage vote is required in these Bylaws.

Article IV

Appointed Positions

Section 4.1 — Appointed Positions. The Committee shall periodically appoint or reappoint individuals to positions of Treasurer, Secretary and Auditor who shall hold such positions at the pleasure of the Committee and who may be removed either with or without cause at any meeting of the Committee.

Section 4.2 — Auditor. The Auditor shall have the responsibility to review financial records and books of the account of the District and to provide periodic audits as requested by the

Committee and to provide independent advice to maintain and improve the financial record keeping of the District.

Section 4.3 — Secretary. The Secretary shall keep the minutes of all meeting of the Committee. He or she shall have charge of such books and papers as the Committee may direct and he or she shall, in general, perform all the duties incident to the office of secretary of a non-stock corporation organized under the laws of the State of Connecticut.

Section 4.4 — Treasurer. The Treasurer shall have the responsibility for Committee funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial date and perform all the duties incident to the office of treasurer of a non-stock corporation organized under the laws of the State of Connecticut.

Section 4.5 — Agreements, Contracts, Deeds, Checks, etc. Except as provided in _ these Bylaws, all agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by the Chairman of the Committee or by such other person or persons as may be designated by the Chairman.

Section 4.6 — Compensation. Those appointed to a District position may receive a fee from the Committee for acting as such, as may be set by resolution of the Committee Member, and reimbursement for necessary expenses actually incurred in connection with his or her duties.

Article V

Records

Section 5.1 — Records and Audits. The District shall maintain financial records. The financial records shall be maintained and audited on an annual basis.

Section 5.2 — Examination. All records maintained by the Committee shall be available for examination and copying by any resident, or by any of their duly authorized