

BY-LAWS

OF

WALWORTH FIRE DEPARTMENT, INC.

ARTICLE I

Name, Offices and Definitions

Name. The name of the Department is **WALWORTH FIRE DEPARTMENT, INC.** hereinafter referred to as the “Department”.

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

Definitions. Officers shall mean executive officers and officers of the Board of Directors, each being one in the same, but shall not include Line Officers. “Line officers” shall include the chief, deputy chiefs, captains and lieutenants (or other equivalents). “Policies” shall include operating policies and procedures and policies of the Department, Fire District and department.

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

These by-laws shall not apply to any paid staff, if any and shall only grant rights and privileges to volunteers.

The term “entire Board” or “seated board members” is the total number of board member positions, and not simply the number of board members in attendance.

ARTICLE II

Purposes

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

1. To prevent and extinguish fires, to provide non-transporting first response basic emergency medical services when able, and to provide rescue services, and to permit the Department to purchase and own engines, apparatus, hose, extinguishers, chemicals and appliances for use in putting out, extinguishing and preventing fires and conflagrations within the Walworth Fire District and in any other area which the Department contracts for protection, and within any other area as permitted by law if so requested or under mutual aid agreement or other contract to do so;
2. To acquire real and personal property by purchase, gift, grant, devise and bequest and to

hold or accept mortgages and dispose of the same for the particular objects of the Department as set forth in its Certificate of Incorporation;

3. To construct and erect buildings for corporate business or to lease the same, and for the use of the membership of the Department in connection with the housing of fire apparatus and for the providing of a place of meeting for the membership of the Department;
4. To recruit and retain members;
5. To conduct fire prevention and life safety education for the community;
6. To sponsor and support an auxiliary;
7. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof and not prohibited by law or inconsistent with the other provisions of the Certificate of Incorporation or these by-laws;
8. In accordance with the above, to have and exercise all powers available to Companies organized pursuant to the Not-for-Profit Department Law of the State of New York.

ARTICLE III Fiscal/Operating Year

The fiscal year of the Department shall commence on the first day of January of each year and shall end on the 31st day of December.

ARTICLE IV Membership

1. Classes of Membership. The Department shall have four classes of members, with subclasses where listed:

- A. Active
 - (1) Class 1 Members
 - (2) Class 2 Members
 - (3) Probationary
 - (4) Junior
 - (5) Auxiliary
- B. Social

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

A. Active Members

- (1) Class 1 Members. Class 1 Members are those persons who meet the

qualifications for such status as provided for in these bylaws and the policies of the Department. They may attend emergencies, drills, parades, funerals, trainings and also all events sponsored by or attended by the Department. Such members shall have the authority to vote on all matters brought to the members for a vote by the directors, members or committees. They shall be eligible for election as a director and executive and line officer and shall be permitted to participate in committees and vote in committee proceedings. They may attend all social functions of the Department without invitation.

- (2) Probationary Members. Probationary Members are those persons who meet the qualifications for such membership as further defined in these by-laws and in the policies of the Department. They shall have those rights and/or restrictions as set forth in the policies, they shall be permitted to vote at any Department meeting or committee meeting after the first six months of membership, but in no event may they vote for line or executive officers or directors during the period of Probation. They may have a voice at meetings and may serve on a committee with a voice only. They may not hold executive or line offices or serve as a director. They may attend social events without invitation.
- (3) Class 2 Members. Class 2 Members shall have the same privileges and rights as a Class 1 member, but the policies may exempt them from certain requirements of membership and impose additional duties, obligations and privileges.
- (4) Junior Members. Junior Members shall be those members who are sixteen or seventeen years of age. They shall be permitted to participate in emergency operations, drills, trainings, parades, and educational programs but such participation may be limited by the policies and rules of the Department. They shall be permitted to attend meetings and participate in committees. They shall be permitted to have a voice but no vote in meetings and committees. They may not operate emergency vehicles. They shall not be permitted to serve as line officers, directors, executive officers, or committee chairpersons. The policies shall be permitted to dictate additional duties, prohibitions, obligations and privileges of Junior Firefighters. Junior Member applicants must have the signature of at least one parent or guardian on the application to join. No person sixteen years of age shall serve as an interior firefighter. Every Junior Member shall begin and complete the Probationary Period upon turning eighteen, beginning at the application stage. Junior Members shall be admitted upon sole vote of the Membership Committee and removed upon sole vote of the Membership Committee, with no rights to appeal.
- (5) Auxiliary Members. Auxiliary Members may attend but may not vote at a Department meeting, may not vote any officers, and may not have a voice at a meeting except for auxiliary matters and anything that involves the auxiliary or its members. Such members may vote in an Auxiliary Committee. The committee may have its own rules and policies and its own dues. Such members may not serve on the Board of Directors or as an executive or line officer. Such members

may attend emergencies as permitted and limited by the policies and rules of the Department. Any rules created by the Auxiliary Members shall only be binding upon Auxiliary members. The Auxiliary Members shall vote to accept and remove an Auxiliary Member, and no probationary period shall be required. All applicants for Auxiliary Membership must complete all background checks and other application requirements as any other Active Member.

- B. Social Membership. Membership is open to any present or past active member who had served as an active member for at least five years and left the Department in good standing. They shall not be permitted to vote or have any voice on any matter and may not participate in emergencies, drills or trainings. They may not serve as directors or executive or line officers. They may attend social events. The polices may dictate additional restrictions of such members. The Board of Directors may suspend a social member and the membership may remove a social member after majority vote of the Class 1 and 2 members present by paper ballot.
3. Requirements of Active Membership. Active Membership is not automatic. There is nothing that requires the acceptance of any applicant, but no applicant shall be rejected due to gender, race, sexual preference, ethnicity or religion. All active members must be at least eighteen (18) years of age, except for Junior Members. They must be of good moral character and be able to meet any other qualifications as stated in these bylaws or policies.
4. Residence Requirement. In order to apply for active membership, an applicant must reside in a territory required for membership prior to submitting an application. Applicants for active membership must meet one of the following requirements to be eligible for membership:
- A. A resident of the Walworth Fire District (residence shall be defined as a person's domicile); or
 - B. A resident of an area outside the Walworth Fire District in which the Department provides fire protection pursuant to a contract for cash consideration or for which negotiations for renewal of such a contract for cash consideration are pending; or
 - C. By reason of the location of the applicant's usual occupation, the applicant is available to render active service in the area listed in paragraphs (4)(A) and (4)(B).
 - D. So long as permitted by the Fire District, a resident in the vicinity of the Walworth Fire District or in the vicinity of territory in which the Department provides fire protection pursuant to contract for cash consideration. Unless the member thereafter becomes a resident of the District, such membership of any non-resident volunteer member shall terminate when the member is no longer available to render active volunteer service.

No person shall be elected to membership who does not reside in the Walworth Fire District, or an area which is afforded fire protection by the Department by contract or the territory listed in the certificate of incorporation for the provision fire protection, if by doing so, the percentage of active and inactive members not residing in such areas would exceed forty-five (45%) of the

actual membership therein.

5. Physical & Mental Fitness Requirements. Applicants must be able to meet those physical and mental requirements as outlined in the Department's policies.
6. Change in Class of Membership. Members may request a change from Class 1 to Class 2, and from Class 2 to Class 1 membership by completing an application. Such applicants shall complete the same application process as any other new applicant, except that they shall not have to complete a probationary period if they had already completed the probationary period.
7. Procedure for Active Membership. All applications for active membership in the Department must be submitted on a form provided by the Department and signed by the applicant. The application shall be turned over to the Membership Committee. The Secretary shall file a record of the application. The Membership Committee shall start to review the application within forty-five (45) days of receiving the completed application and shall examine the applicant's qualifications for membership. The Membership Committee shall then decide whether to grant or deny Probationary Membership.

Once Probationary Membership is approved, the Department secretary shall submit the name and qualifications of any approved Probationary Member to the secretary of the Walworth Fire District before membership shall be finally granted. However, should the Fire District fail to act upon such application, either by approving or disapproving the application of the prospective member such membership shall be deemed approved: either after forty (40) days after service of written notice by the Department of such election shall have been made by the secretary of the Department upon the Clerk or secretary of the Fire District, either personally or by mail, with regard to those prospective members meeting the residency requirements of 4(A) to 4(B), or after seventy (70) days for persons meeting the residency requirement of 4(C). No person shall exercise any privileges of Active Membership until the Fire District approves or fails to act upon the request for membership as above.

Active-Probationary status shall begin upon grant of approval by the Fire District or upon expiration of the Fire District's time to act.

8. Reapplication. Persons denied Full or Probationary status shall not be permitted to reapply any sooner than twelve (12) months after the date of denial for any membership.
9. Probationary Period. All applicants for active membership shall be required to complete a probationary period for a period of no less than twelve (12) months after approval by the Fire District. In no event shall a probationary period be less than twelve (12) months from the date of being approved by the Walworth Fire District. The policies may outline the requirements for courses, drills, and other requirements to be completed before a member may be released from Probationary status.
10. Release from Probationary Period. A Probationary Member shall be brought before the membership for consideration as a Class 1 or 2 Member. The Chief shall report whether or

not the individual has fulfilled the requirements of Probationary Membership. A positive vote of a majority of the Class 1 or 2 members present at a regular or special meeting of the members shall be necessary to elect a person to Class 1 or 2 Membership. Should a Probationary Member not receive a favorable vote by the majority of Full members present, the person's Probationary Membership shall end and the person shall no longer have any status, rights, obligations or privileges of membership. There shall be no appeal from the denial of membership. No member is required to provide any reason for their positive or negative vote of membership. Membership votes shall be conducted by secret ballot overseen by the Secretary. A person not granted Class 1 or 2 membership must return all property and equipment of the Department and Fire District immediately.

11. Dual Membership. A person shall not be eligible for volunteer membership in any other fire department or fire Department at one time.
12. Prior Members. Prior members of the Department who were not expelled for cause or did not resign while in bad standing may be eligible for reinstatement. However, since every person may have special circumstances regarding reinstatement, the applicant must comply with the same application requirements as any new member, including completing a probationary period.
13. Members of other Department. Members of other fire companies which are surrendering their membership and are applying for active membership in this Department may be granted membership in the Department by following the same procedure as any other person. Such person shall relinquish the membership card of the other organization at the time Probationary Membership is granted by the Walworth Fire District.
14. Arson and felonies. A person who has been convicted of or pleas to arson or attempted arson in any degree or any felony (unless he present a certificate of relief from disability for such felony [but not arson or attempted arson]) shall not be eligible for membership. Upon application by any person for membership, the fire chief shall cause the applicant's background to be checked pursuant to section eight hundred thirty-seven-o of the Executive Law for a criminal history involving a conviction for arson. An active, inactive, honorary or associate member convicted of or that pleas to arson or attempted arson in any degree automatically shall be terminated as that class of member and shall not be permitted to reapply. Any of the reasons for termination, already committed by such applicant, may also serve as a reason for denying such member.
15. Other Requirements of Membership. Additional duties, prohibitions and requirements of membership may be set forth in the policies of the Department, but in no event may the policies take away any rights bestowed in these by-laws. Membership shall be continued only if members shall meet any and all such requirements as contained in these by-laws as well as the policies.
16. Exempt Member Status. Any member who has served at least five (5) years in the Department and who has been in good standing for at least five years shall be entitled to a certificate as an Exempt Volunteer Fire Fighter in accordance with Section 200 (and those

following it) of the General Municipal Law. The grant of Exempt Member Status shall not require any member to resign or lose any other privileges of membership. These bylaws shall also permit the grant of Exempt Status in accordance with any other provision of law. Privileges of Exempt Status shall be in accordance with those granted by law, if any.

17. Life Member Status. Those persons who have served at least twenty-five (25) active years in this Department may become Life Members. Such membership is automatic. Alternatively, an active member with fewer than twenty-five (25) years upon suffering a firefighter-service ending disability may request and be awarded Retired Life Membership Status, subject to the approval of a majority of the vote of the Full Members. Such disability need not be incurred while providing firefighting services.

A. Active Life Members. Life members who remain active by meeting the requirements of active members shall have the same privileges and obligations as any active member except that they need not pay dues and may be exempt from other requirements as stated in the policies.

B. Retired Life Members. Retired Life Members shall be permitted to attend all social functions at no cost greater than to any other member and are permitted to speak and vote at corporate meetings. They are permitted to serve as executive officers or board members.

18. Membership Cards. All persons who hold any type of membership shall be issued a membership card. No type of membership card shall be transferable to another person.

19. Residence. Each Active Member shall be required to notify the Secretary of the Department in writing immediately upon learning that he will be moving to a new location or otherwise changing his address.

20. Termination of Active Membership and Removal of Member. In addition to the requirements and procedures stated in these by-laws, the policies of the Department may proscribe additional reasons for the termination, removal or suspension of membership, but such policies shall not abrogate or amend these by-laws.

A. Reasons for termination.

(1) *Failure to adhere to residency requirements.* Membership shall terminate when any volunteer member ceases to be a resident of such territory required for membership, except that the Department may authorize the member's continued membership where he notifies the secretary of the Department 30 days prior to the actual cessation of residency:

i. that he plans to change his residence to a territory which is not in such territory required for membership; and

ii. that by reason of his residence in the vicinity of the Walworth Fire

District, or in an area which is provided fire protection pursuant to contract for a cash consideration by the Department, or by his usual occupation in such vicinity, he will be available to render active service as a volunteer fireman in the Walworth Fire District.

No person shall have his membership continued who does not reside in the Walworth Fire District, or an area which is afforded fire protection by the Department by contract or the territory listed in the certificate of incorporation for the provision of primary fire protection, if by doing so, the percentage of active and inactive members not residing in such areas would exceed forty-five (45%) of the actual membership therein. The Membership Committee must approve, by majority vote, the continuation of membership prior to the Membership being able to vote on the continuation.

The active members are required to vote on the continuation of membership in this instance, and only a simple majority of those members in attendance, presuming a quorum is present, shall be required for approval. However, the vote of the membership shall not become effective until the Walworth Fire District approves, by resolution, such continuation. However, should the Fire District fail to act upon such application for continuation of membership, either by approving or disapproving the continuation of the member, such continuation shall be deemed approved: either after forty (40) days after service of written notice by the Department of such election shall have been made by the secretary of the Department upon the secretary of the Fire District, either personally or by mail, with regard to those members meeting the requirements of Article IV, 4(A) to 4(B), or after seventy (70) days for persons meeting 4(C). No person exercise and privileges of active membership until the Fire District approves or fails to act upon the request for membership.

Any membership so continued shall automatically terminate (no vote of membership required) when such member can no longer meet the requirements of the residency exception as stated herein.

- (2) *Failure to adhere to membership requirements.* Membership may be terminated or upon the failure of a member to meet the attendance, drill, training, call or other membership requirements as stated in these bylaws or the policies. No hearing is required to terminate a person for the failure to remain Active.
- (3) *Conviction or Plea to Arson, Attempted Arson or any felony.* The membership of any member shall terminate immediately without a vote required if he pleads to or is convicted of arson or attempted arson (regardless of whether a certificate of relief has been obtained) and may be terminated upon conviction or plea to a felony in any degree while a member, subject to a hearing.
- (4) *A person may be terminated or suspended for the following:*

- i. Misconduct
- ii. Incompetence
- iii. Insubordination
- iv. Conviction or plea to any misdemeanor involving a minor or any felony
- v. Conduct unbecoming a member of the Department for conduct that can be attributed to him as a member
- vi. Violation of the oath of membership
- vii. Failure to pay dues by the required date
- viii. Failure to meet training and drill requirements
- ix. Violations of the Code of Conduct
- x. Announcing orally that you are immediately resigning from membership.

B. Termination and Suspensions up to one year.

General notice shall be provided to the members of the Department that any person suspended has been placed on "Inactive Status" but need not state that the person was suspended or the reason for the suspension. The process for suspensions and permanent removal is as follows:

(1) A member may be suspended by:

- i. Any incident commander or chief or line officer for up to 48 hours after the incident, for an act that threatens public safety or the health, safety or welfare of the public or Department. The Chief may continue the suspension for up to a total suspension time of thirty (30) days. If the suspension is to be continued for more than a total suspension time of thirty (30) days, the Chief must send notice to the member in writing by certified mail and the President verbally and the President must convene a hearing panel within fifteen (15) days of the original suspension. The hearing panel shall then follow the procedures outlined in sub-paragraph iii below;
- ii. The membership committee by majority vote may suspend a member up to a total suspension time of two (2) months without a formal hearing but after hearing the member, or to up to a total suspension time of twelve (12) months or permanently removing the member after providing the member with a formal hearing. The membership committee may continue the chief's or line officer's suspension for up to a total of two (2) months or longer.

For any formal hearing seeking a more than a two month total suspension or a termination, the following procedure shall take place:

- a. Notice and Hearing. The Chief shall provide the member a letter, by certified mail, which provides all charges alleged with specific dates.

Such notice shall provide the member with at least ten (10) days and no more than thirty (30) days notice of an informal hearing. The member shall be advised that it is permitted to submit a written response at any time before the hearing. The notice shall also state the time and place of the hearing, and shall advise that the member may be represented by counsel. The notice shall also state the name of the Membership Committee. The member shall be afforded four days from receipt of the notice to object to the members of the Membership Committee but the only reasonable objection is that a member of the Committee is biased or was a witness. Upon receiving an appropriate objection which the President deems reasonable, the President shall choose a new member who is not objectionable and notice shall be promptly provided of the new member.

- b. Hearing Committee. The hearing committee shall consist of the entire Membership Committee. All determinations must be only by a majority of those Membership Committee members attending the hearing.
- c. The Hearing. At a hearing, the member will be permitted to present a defense to the charges. The Membership Committee will determine what the facts of the incident(s) are and determine the facts for each charge. The determinations on each charge shall be placed in writing and provided to the member. The member may present proof that could serve to mitigate any punishment if he desires.
- d. The Decision. After hearing the proof and arguments and after determining the facts underlying the incident(s), the Membership Committee shall render a written decision for either: (1) time served (2) additional time for a suspension to be imposed up to six (6) additional months (3) termination of membership (4) and other remedial action as deemed reasonable by the Membership Committee. A majority of the Membership Committee is necessary to agree upon the imposition of any punishment. The Committee does not need to meet at that date or in front of the accused when considering a punishment. The decision of the hearing committee shall be provided in writing to the accused.
- e. Appeal of the hearing. There shall be no appeal of the hearing. The decision of the Membership Committee shall be final and binding.

C. Suspended Member Restrictions.

Members who are suspended may not, for the entire period of the suspension, attend any Department function other than is related to the affiliated hearing or investigation. Suspended members shall not in any way identify themselves as being

affiliated with the Department, such as by wearing insignia or other marked clothing. Such members may not be present on Department's property or in its vehicles. No benefits or privileges of membership may be exercised. Any violation of this rule shall permit the Board to continue the suspension for an appropriate period of time, up to an additional two months. Nothing shall prohibit a suspended member from exercising any rights available to him as a member of the public as if he were not a member.

19. Resignations. A resignation of a member must be made in writing and addressed to the President who will present it to the members at the same or the next regular meeting. The matter must be then tabled for not less than twenty-seven (27) days, as a "cooling off" period, wherein if the resignation has not been withdrawn by the member, it will be presented to the members for a vote. No resignation will be accepted if the member is not in good standing with the Department, or owes any fines or still possesses any equipment or property of the Department. If the member has failed to remit any fines or property owned by the end of the cooling off period, and if the members so choose, the member may vote to have the member resign "in bad standing". Notice of the resignation of a member which is accepted shall be delivered to the Walworth Fire District, but no action shall be required of the Fire District.
20. Leaves of Absence. All requests for leaves (personal, military, school and medical) shall be submitted to and reviewed for approval by the Chief. The Chief may grant up to twelve (12) months of leave at any one time. Upon the passage of the twelfth (12) month of the leave of absence, the member shall automatically be terminated from membership, unless such person has requested an extension of the leave for an additional twelve months. Any person on Probationary Status may only receive a leave for six (6) months and no longer. A leave of absence, once granted, shall automatically change the member to an Inactive Member and the member shall enjoy only those privileges of an Inactive Member for the duration of the leave. Any member on leave for a medical reason shall not return unless a physician has confirmed in writing that the member is physically and emotionally fit for active service. Military leaves shall have no maximum duration and the leave shall be counted towards a member's time with active service in the Department, except for qualifications for executive or line officer status. Members on military leave shall return to active duty with the Department no later than two (2) months after returning from military service. Persons on school or personal leave may return to Active Service only after notifying and receiving approval from the Chief. The policies may impose additional requirements upon persons returning from leaves of absence or persons who are on school leave.
21. Voting on affairs of Department by members permitted to vote. Class 1 and 2 Members may vote on any matter before the membership. All votes requiring a vote of the members shall require a quorum of those members permitted to vote and shall then be approved or rejected by a simple majority of those permitted to vote. Unless otherwise stated in these bylaws, at regular, special and annual member meetings whenever a vote of the members is to be taken, a quorum shall consist of the presence at the vote on any issue of twenty percent of the Class 1 and 2 members. The President shall be permitted to vote only in the event of a tie.
22. Annual Meeting. The annual meeting of the Department shall be held on the first Thursday

following the first Tuesday in December.

23. Notice of Annual Meeting and Elections. Notice of the time, place and purpose or purposes of the annual meeting shall be served either personally or by mail not less than 10 days nor more than 50 days before the meeting upon each person who appears on the books of the Department as a Director or Member thereof, and, if mailed, such notice shall be directed to the Director and Member at his/her address as it appears on the books of the Department unless he/she shall have filed with the secretary of the Department a written request that the notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request. Persons may submit a written waiver of the notice of the meeting.
24. Proxy Voting. Proxy voting shall be not be permitted.
25. Regular Meetings. The regular meetings of the Department shall be held on the first Monday of every month that is not a legal holiday, shall begin at 1930 and shall continue until such meeting is properly closed by vote of the members. Meetings shall be held at the fire station. In the event a legal holiday falls on that date, the meeting will be commenced on the Tuesday following the first Monday. Written notice shall still be given to each member in accordance with these bylaws unless a waiver of notice is obtained. The president shall preside over the Department meetings, and in his absence, the vice-president.
26. Notice of Regular Meetings. Written notice of all meetings shall be provided to every member entitled to vote at such meeting. Such notice shall state the place, date and hour of the meeting and indicate that it is being issued by or at the direction of the person calling the meeting. If the meeting is a special meeting, the notice shall also state the purpose(s) of such meeting. The notice shall be give personally or by first class mail, no less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice may be given by any other class of mail, but in such case shall not be given less than thirty (30) nor more than sixty (60) days before such date. Notice shall be deemed given when mailed, when the notice is placed in the mailbox with prepaid postage thereon. Members may waive written notice of meetings up to one year in advance by providing/signing a waiver of notice. A person's attendance at a meeting without objection on the record in the minutes shall also serve as a waiver of notice.
27. Special Meetings. Special meetings of the Department may be called at any time by a majority of the seated members of the Board, the President or by enough members entitled to cast ten per cent of the total active membership. Those members, however, must demand such meeting in writing and specify therein the date and month of the meeting, such month being not less than two nor more than three months from the date of such written demand. The demand must also include the topic(s) to be discussed and/or voted upon at that meeting. No issue unrelated to that included in the demand shall be raised at the special meeting. The demand shall be presented to the Secretary of the Department. The Secretary shall then promptly give notice of such meeting to the members in accord with the customary manner for providing such notice. Should the Secretary fail to give such notice within five business days after receiving the demand, any member signing the demand may give such notice. The

meeting shall be held at the usual place of regular meetings.

28. Dues of Members. There shall be no dues.

WVFD

ARTICLE V

Directors

1. Management. Management of the affairs of the Department shall be vested primarily in the Membership, but in the Board of Directors to the extent as stated in these bylaws. The Board of Directors may propose non-operational policies, subject to the approval of the membership. The Board may assign the ability to draft policies to any individual or groups of individuals. The Board may enforce non-operational policies. The Chief shall have the ultimate say as to whether a policy is operational or non-operational. Unless otherwise stated in these bylaws, the membership must approve all expenses of the Corporation. While the membership shall have the power to approve entering into a contract and to approve the maximum amount of funds to spend on any given item or project, the Board shall have the power to negotiate and approve terms of all contracts and set the final price/amount within such limits. The Board may hire persons/companies or firms to perform services for the Department subject to pre-approval of the members as to hiring a person/Department/firm in general. The membership shall be the sole authority to seek, apply for, approve receipt of and to administer grants. The membership shall have the authority to provide start up funds for fundraisers. The Board may take all necessary and proper steps to carry out the purposes of this Department and to promote its best interest. The Board shall have the ability to approve the terms of any lease, purchase contract or sales contract, subject to the price and term being approved by the membership. The Board shall be responsible for receiving and resolving all complaints. The Board shall also file a report by the fifteenth (15th) day of January of each year with the Wayne County Clerk's Office which provides:
 - a. the names of the directors and executive and line officers of the Department;
 - b. a list of the inventory of the Department's [not Fire District's] property;
 - c. a statement of the Department's [not Fire District's] financial liabilities; and
 - d. a statement that the Department [not Fire District] has not engaged, directly or indirectly, in any business other than that set forth in the Certificate of Incorporation.
2. Qualification. Each Director shall be at least 21 years of age, a citizen of the United States and a resident of the State of New York. A candidate must have been a Class 1 or Class 2 member for at least three (3) years prior to election, each of the three years occurring in the last four years.
3. Members, Number and Term of Directors. The number of Directors constituting the entire Board of Directors of the Department shall be no fewer than three (3) and no more than four (4). There are no limits on the number of terms. The President and Vice-President shall serve one year terms, and the Directors at large shall serve 2 year terms, with one elected each year serving a 2 year term. The Directors shall be seated as follows:
 - a. President of the Department
 - b. Vice-President of the Department
 - c. Director at large
 - d. Director at large

4. Resignation. Any Director may resign as a director at any time by giving written notice of such resignation to the Board of Directors, President or Secretary, regardless of whether any charges against him are pending. Resignations shall be effective immediately upon receipt by the Board, President or Secretary. Any person failing to attend three consecutive director meetings shall be deemed to have resigned as a director unless he shall have provided written notice to the Board of his intent to remain a director prior to the third absence.
5. Vacancies. Vacancies among such Directors for any reason may be filled by vote of a majority of the Full Members, except that the positions of treasurer and financial secretary are filled by the Board. The vacancy of elected directors shall be announced at least one regular member meeting prior to the election to fill the vacancy. A Director elected to fill a vacancy shall hold office until the completion of the term and then until his successor is elected and qualified.
6. Removal of Directors. Any or all of the Directors may be removed for cause by a majority of the members present at a membership meeting.
7. Initiation of Office. The newly elected directors filling vacancies shall take office officially upon election to office.
8. Regular Meetings. The Board shall meet as dictated by the President of the Board or by resolution of the Board for that year. Notice of each board meeting shall be given in accord with these bylaws.
9. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called on the written demand of any member of the Board of Directors. Should the President deem the issue necessary to address an emergency situation, only twenty-four (24) hours notice of the place and time of the meeting shall be necessary prior to the meeting, and notice may be given in person or by phone.
10. Quorum and Vote. At all meetings of the Board of Directors, at least three (3) directors with the ability to vote shall be necessary and sufficient to constitute a quorum for the transaction of business. A minimum of two (2) votes cast in favor shall be necessary to approve any resolution. The President may vote in all director meetings. Tie votes shall be considered negative votes.
11. Notice of Regular Meetings. Regular meetings shall be held at some point prior to the regular meeting of the Department, as determined on an annual basis by the Board of Directors. The resolution of the Board fixing the date for the regular meetings shall constitute notice of all meetings for the year.
12. Notice of Special Meetings. Notice of special meetings of the directors shall be given to each director no less than twenty-four (24) hour prior to the meeting in person or by phone. Special meetings shall be limited to the purpose of the meeting announced and no other purpose.

13. Waiver of Notice. The notice of the meeting provided for herein may be waived by a written waiver signed by all the directors. The meeting of the directors may then proceed without said notice and without lapse of the notice period.
14. Tele-conference. One or more members of the board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar device allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.
15. Budget and Finances of the Board of Directors. The Board, with the assistance of the treasurer, shall prepare a line item budget to be presented to the members for approval. The budget may assign spending approval of any line item to the Board, the president, the membership or any committee. Any deviation from or change to the line items within the budget shall be presented to the membership for approval.
16. Adjournments. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting of the board to another time and place. In such event, notice shall be given to the Directors who were not present at the time of the adjournment, and, unless such time and place are announced at the meeting, to the other Directors.
17. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.
18. Place of Meetings. Regular and annual meetings of the board may be held at any place within the State of New York. Special meetings of the Board may be held at any place within or without the State of New York. Unless otherwise stated in these by-laws, the time and place for holding annual, regular or special meetings of the board shall be fixed by the President.
19. Compensation. Directors, as such, shall not receive any salary for their services as directors but by resolution by the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board and of any committee of the Board of Directors; provided that nothing herein contained shall be construed to preclude any director from serving the Department in any other capacity and receiving compensation therefore. Such compensation shall be reasonable and commensurate with services performed.
20. Annual Report of the Board of Directors. The Board shall present at the annual meeting of members a report, verified by the president and treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or by a firm of such accountants selected by the Board, showing in appropriate detail the following:
 - A. The assets and liabilities, including the trust funds, of the corporation as of the end of a

twelve month fiscal period terminating not more than six months prior to said meeting.

- B. The principal changes in assets and liabilities, including trust funds, during the said fiscal period.
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes during said fiscal period.
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.
- E. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

The annual report of directors shall be filed with the records of the Department and a copy thereof shall be placed in the minutes of the annual meeting of the members.

ARTICLE VI
Executive Officers & Administrators

1. Number. The Executive Officers of this Department shall consist of a President, Vice-President, Secretary and Treasurer. Line officers shall not be considered “Executive Officers” of the Department for purposes of these by-laws.
2. Administrators. Administrators of the Department shall be the Trustees and Assistant Secretary. Administrators are elected.
3. Election, Term of Office and Qualifications of Officers. Executive Officers shall be elected every year by the Class 1 and 2 Members during the annual meeting and shall serve until their successor is elected and qualified. The officers may serve an unlimited number of terms. Any two or more offices may be held by the same person, except the offices of President, Secretary and Treasurer. The chiefs may not serve as executive officers.
4. Removal of Administrators. The Administrators may be removed by vote of the Class 1 and 2 members by a majority vote of the members present at a meeting.
5. Vacancies. In case any office of the Department becomes vacant by death, resignation, retirement, disqualification or other cause, the Class 1 and 2 Members may elect an officer to fill such vacancy, and any officer so elected shall hold office and serve until the election and qualification of his or her successor at the next annual meeting where such vote would regularly occur.
6. President. The President shall be the chief executive officer of the Department and shall have and exercise general charge and supervision of the non-operational affairs of the Department. The President shall preside at all meetings of the Board of Directors and the Department and shall perform such other duties as may be assigned by the Board of Directors. The President shall sign all documents in the name of the Department when authorized to do so by the Board of Directors or members. The President, together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, shall have authority to sign checks. The President shall be an ex-officio member of all committees, and shall perform all other duties incidental to his office. The President shall be permitted to vote on any matter brought before the Board or members. In order to serve as President a person must have served as a member for at least three (3) years within the last four years. The President shall have the authority to receive, review or distribute all mail addressed to the Department or any member, officer or administrator (except there shall be no review of mail specifically stating “Personal and Confidential”). The President shall convene members of the Department for a funeral and other non-operational details. The President or his designee shall serve as one representative of the Walworth Fire Department on the Board of Directors of the Walworth Ambulance, Inc.
7. Vice-President. The Vice President shall, in the absence of the President, exercise all the functions of the President. The Vice-President shall serve on the membership committee.

8. Secretary. The Secretary shall keep a record of all meetings of the Department and of the Board of Directors and shall attend to the mailing, posting and publication of all notices of such meetings. He shall be the custodian of all books and papers belonging to the Department. He shall place in the minutes all revisions of the bylaws. He shall ensure that an approved copy of the minutes of each meeting is maintained in the corporate offices for inspection. In the absence of any contrary direction, the Secretary shall conduct all correspondence on behalf of the Board of Directors and Department. The Secretary shall have charge of the seal of the Department and of such books, records and other papers as the Board of Directors may direct. The Secretary, when so authorized or ordered by the Board of Directors, may affix the seal of the Department, execute contracts, agreements or other documents on behalf of the Department and perform such other duties as may be assigned to him by the Board of Directors. He shall maintain a written record of each member, regardless of status, including name, age, date of joining, and all non-operational information related to his service as a member. He shall supply the Walworth Fire District with the names of new members once appointed or elected by the membership. He shall keep a record of all applications, whether or not completed, and whether or not elected. Applications of those who did not complete the application process or who were not elected to membership shall be maintained for four (4) years and then destroyed by the Secretary.

9. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Department and shall deposit the same in the name of the Department in such depository as may be designated by the Board of Directors. The Treasurer shall make no investments of monies without the express approval of the membership and shall disburse no funds except upon order of the President or other duly authorized official. The Treasurer is required to give or qualify for bond for the faithful performance of his duties, in such sum and with such securities as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Department for collection, notes, checks and other obligations and shall deposit the same to the credit of the Department at such bank or depository as the Board of Directors may designate. The Treasurer shall sign all receipts. He shall sign all checks of the Department and all bills of exchange and promissory notes issued by the Department, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these by-laws to some other officer or agent of the Department. The Treasurer shall enter regularly on the books of the Department to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on behalf of the Department and shall exhibit such books at all reasonable times to any member on application at the offices of the Department. The treasurer is authorized to pay any bill or reimbursement relating to a fundraising activity or event (i.e. Banquet). Also, the treasurer may pay any reimbursement under \$100.00 with the written approval of a member of the Board of Directors. All other bills will be reviewed for approval at the monthly Board of Directors meeting.

Procedure for paying bills:

1. All bills and reimbursements that do not have approval for payment in the by-laws will be presented to the Board of Directors meeting for their approval to pay.

2. One single motion will be made to approve which bill(s) and reimbursement(s) will be authorized for payment that month.
3. Bills are paid on the 15th and last day of the month.

Procedure for reimbursement:

1. All requests for reimbursement must be submitted with a Reimbursement Requisition.
 2. All reimbursements with prior approval through a motion or under \$100.00 with a Board member approval will be paid on the next payment cycle of either the 15th or last day of the month.
 3. If the Board member does not approve a reimbursement it will be presented to the Board of Directors for approval at the monthly Board of Director's meeting.
-
10. Trustees. Trustees are in charge of the property of the Department and to ensure that such property is properly maintained. There shall be one trustee elected every year for a three year term.
 11. Expenses. Reasonable expenses, including travel expenses, as determined by the Board of Directors, may be paid to any officer incurring such expenses in the performance of his or her official duties on behalf of the Department.
 12. Salaries. The salaries of all officers, if any, shall in the future be appropriate, shall be fixed by the Board of Directors, provided, however, that the amount of such salary shall be in all respects reasonable in light of the services rendered.
 13. Resignations. Any officer may resign by supplying a resignation in writing to the President of the Department, and the President resigns by submitting a resignation to the Board. Resignations of executive and line officers shall be effective immediately upon receipt of such resignation by President or Secretary.

WAFD

ARTICLE VII
Line Officers

1. Definition. Line Officers shall not be considered executive officers of the Department, for purposes of these by-laws.
2. Line Officers. There shall be the following line officers and number thereof in the Department:

ELECTED

Chief
Deputy Chief
1st Deputy Chief
2nd Deputy Chief
Captains (x4)
Fire Police Captain

APPOINTED

Rescue Lieutenant
Safety Officers (x2)
Deputy Safety Officer

3. Term of Office. Officers shall serve for the term of one year, and with regard to the Chiefs, shall be approved by the Fire District Board of Commissioners. Terms of chiefs may continue beyond the year if the person filling the position is not approved by the Fire District Board of Commissioners and the person in the position was not confirmed to a higher office.
4. Qualifications and powers of office. The policies of the Department shall dictate any additional qualifications, duties, prohibitions and powers of the chiefs and line officers.
5. Confirmation of nomination by Fire District. The names of all of the chiefs shall be promptly forwarded by the Department Secretary to the Fire District Secretary. The Fire District shall consider the nominations at its January meeting. If a nomination of the officers is not approved by the Fire District, the Department shall call another meeting of the members at which a new person may be elected for such position to take the place of any candidate not approved. Such procedure shall continue until a full set of officers is approved. Any such person shall assume the duties of his office as soon as he has been appointed thereto by the Fire District and shall serve until his successor is appointed.
6. Chief. The chief shall, under the direction of the board of fire commissioners, have exclusive control of the members of the fire department of the fire district at all fires, inspections, reviews and other occasions when the fire department is on duty or parade; he shall also have supervision of the engines, fire trucks, pumpers, hose wagons and other apparatus and of the equipment and other property used for the prevention or extinguishment of fire and of all officers and employees of the fire department. He shall see that the rules and regulations of the board of fire commissioners are observed and that the

orders of the board of fire commissioners are duly executed. He shall, whenever required by the board of fire commissioners, report to said board the condition of the property of said fire district and such other information as may be required of him. He shall hold the members, officers and employees of the fire department strictly to account for neglect of duty and may suspend them for improper conduct, subject to the action of the board of fire commissioners at its next meeting. In case of the disability or absence of the chief, the first deputy chief, and in the case of the disability or absence of both the chief and first deputy chief, the other deputies, in numerical order, shall perform the duties and exercise the powers of the chief. When the fire department or any company or squad thereof is on duty no member of the board of fire commissioners shall interfere with the duties of the chief or deputy chief. The Chief shall designate himself or one of the Deputy Chiefs as one representative of the Walworth Fire Department on the Board of Directors of the Walworth Ambulance, Inc.

7. Deputy Chiefs. The duties of the Assistant Chiefs shall be to assist the Chief and to take over the duties of the Chief during any absence.
8. Other line officers. The Chief shall assign the other line officers such duties as he may deem reasonable and necessary. The policies may assign duties to the line officers.
9. Suspension or Dismissal. Any appointed office can be removed by the Chief. The Class 1 and 2 members shall have the power to remove an elected line officer from office without affecting his membership status. The membership committee, in order to begin a removal proceeding, shall investigate the allegations and to determine the facts of the allegations. The membership committee will report to the membership its findings and suggest an appropriate discipline, if any. A majority of the Class 1 and 2 members must approve, by two-thirds approval, the removal of any line officer from office (2/3 of 51% of the entire membership). The Secretary shall provide written notice to the voting members of the meeting at which a vote will be taken to discipline such officer.

ARTICLE VIII
Election Procedures

1. General applicability. All elections for directors and executive and operational officers shall be conducted under this article. This is not the procedure for filling vacancies. Special elections shall be held in this manner, but the dates shall be changed as necessary.
2. Nominating. A nominating committee is appointed by the President in October consisting of three (3) persons who shall be Class 1 or 2 members. The chief officers shall present a list of all qualified persons for any line office, including chiefs at the November member meeting. A nominating committee shall contact the entire membership to solicit names for executive offices, administrators, and directors and present the list of interested candidates at the November member meeting. At the December meeting, the floor shall be opened for additional qualified candidates.
3. Voting Process. Elections are conducted at a special December meeting held on the first Thursday after the First Tuesday. The President shall appoint two (2) tellers at the time of each election, none of whom are nominated for a position, and it shall be their duty to receive ballots, poll the votes and present the results to the President who will report the results. All votes shall be conducted by written ballot. A motion may not be made to have the secretary cast a ballot on behalf of the office. If there is only one candidate, a vote must still be conducted. In all cases where there is only one candidate, members may vote no or none. A candidate must receive a simple majority of the votes cast to win an office. In case three or more candidates run for office and no candidate receives a simple majority, the candidate receiving the least amount of votes shall be dropped and a new ballot taken. Should there be a tie for the least amount of votes, these two candidates shall have an election to determine who continues to the next election only in the event of three people running for the position. The process shall continue until one candidate receives the required simple majority. At any time in the election process a candidate receives no votes, his/her name will be dropped from the ballot. In the event of a tie, a revote shall be conducted. In the event of a consecutive tie, a coin toss shall decide the winner. Write in ballots are not permitted for any election.
4. Leaving positions Vacant. Nothing in these bylaws shall require any position to be filled.
5. Order of Elections. The order of each elections shall be as follows:

Non-Operational

- A. President
- B. Vice-President
- C. Director
- D. Director
- E. Secretary
- F. Treasurer
- G. Assistant Secretary
- H. Trustee (one elected every year)

Operational

- A. Chief
- B. Deputy Chief
- C. First Deputy Chief
- D. Second Deputy Chief
- E. Captain of Quint 1
- F. Captain of Engine 50
- G. Captain of Rescue 61
- H. Equipment Captain
- I. Fire Police Captain

6. Absentee Ballots. Absentee Ballots shall not be permitted.

ARTICLE IX
Agents, Representatives and Committees

1. Agents and Representatives. The Board of Directors may appoint such agents and representatives of the Department with such powers and to perform such acts or duties on behalf of the Department as the Board of Directors may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.
2. Standing Committees. Committees may only act if they have a majority of the Committee members present at any Committee meeting. The following committees shall be considered "Standing Committees": Membership, Auxiliary, Safety, Explorers, Fire Prevention, Legislative, Fire Police, Banquet, Computer, Fundraising, Chicken Barbeque, Festival in the Park, Parades, Dress Uniforms, Fashion, Beer Tent, Website, Bylaws, Welfare, Auxiliary, Facilities Committee, Communications, Sports. Other committees may be established at the discretion of the members.
3. Appointments. The President shall appoint to each committee at the first meeting of the year or soon thereafter. The President may remove members from the committees at will without cause.
4. Duties. The duties of each committee shall be assigned, as needed and directed by the President.
5. Committees:
 - A. Finance & Audit Committee. All of the members of the Board who do not have check writing authority shall belong to the Finance & Audit Committee. Each month, the directors that do not have authority to write checks shall draw their names from lottery. The person's name drawn shall audit the books for that month. The Committee shall complete the following tasks at least quarterly and report that the same has been accomplished at the next Board meeting:
 - (1) Review all bank account statements to ensure that no checks were improperly

- written;
- (2) Ensure that any person making a donation received a letter thanking them for donating a specific amount of funds;
 - (3) Ensuring that all deposits made were the full amount of the funds to be deposited. The committee will examine the deposit slip, and not just the receipt, indicating the amount deposited and the amount, if any, not deposited;
 - (4) Ensure that sales tax was withheld for all exempt purchases and not paid whenever reasonably avoidable as determined by the Board;
 - (5) Ensure that no person used the Department's sales tax exemption for personal purchases;
 - (6) Ensure that all checks match to receipts, bills, vouchers or other proof of expenditures.
- B. Auxiliary Committee. This Committee shall have the ability to run its own affairs, including raising funds, conducting social events, scheduling committee meetings and disciplining its members. The members of the committee shall have no right to vote on non-committee affairs. Members shall be elected utilizing the same membership application as any other active member. The committee shall have a chair and a vice-chair and other committee officers as it deems necessary. The committee may control its own accounts but shall report all financial information to the Department as the Department desires. The membership may admit "life auxiliary members" under its own rules. The Committee may create its own rules not in conflict with these bylaws.
6. Other Committees. The Board of Directors or the active members by vote may establish standing committees from time to time as they determine by resolution adopted by a majority of the entire Board or the voting members present at a meeting and may designate from among its members standing committees, each consisting of one or more voting members and each of which, to the extent provided in the resolution of the Board of Directors shall have all authority of the Board, except that no such committee shall have authority as to the following matters:
- A. The submission to voting members of any action requiring members' approval pursuant to these by-laws or the laws of the State of New York;
 - B. The filing of vacancies in the Board of Directors or in any committee;
 - C. The fixing of compensation of the Directors for serving on the Board or on any committee;
 - D. The amendment or repeal of the by-laws or the adoption of new by-laws;
 - E. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or able to be repealed.
7. Alternates. The Board may designate one or more Directors or voting members as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.
8. Special Committees. The Board may create special committees by resolution adopted by a majority of the entire Board. The voting members shall also be permitted to create special

committees by majority vote of the membership. The members of such special committee shall be appointed by the President, with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees under these by-laws.

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

ARTICLE X

Code of Ethics

Declaration of policy and purpose

The proper operation of the Department requires that Department directors, officers and members be impartial and responsible to their members and the public. They must not have interests that would be incompatible with the proper discharge of their responsibilities or tend to impair their independence of judgment or action in the performance of their official duties and responsibilities. Decisions and policies must be made in the proper channels of Department structure and free from undue influence. Positions with the Department must not be improperly used for personal gain. Directors, officers and members must strive to avoid even the appearance of impropriety. Each of these ideals is to ensure that the public has confidence in the integrity of this Department. The purpose of this Code of Ethics is to maintain and enhance a tradition of responsible and effective public service by setting forth standards of ethical conduct to guide members, directors and officers in the conduct of their responsibilities.

Definitions

“Confidential Information” means any information, however transmitted or maintained, that is obtained, possessed or controlled by such Department member, director or officer by reason of his position with the Department, and by its nature is such that it is not known to the general public or is not a matter of public record.

A prohibited gift, as addressed by this policy, shall include a gift of more than \$75.00 in value. Such a gift includes, but is not limited to, entertainment, food, beverage, travel and lodging to the extent that the gift value exceeds \$75.00 for any one occasion and \$150.00 total in any one year from the same person or business entity. A gift also includes a loan that is not commercially reasonable. Prohibited gifts do not include the following:

- A loan made on terms that is commercially reasonable and not more favorable than loans made in the ordinary course of business.
- Any gift regardless of value from a family member.
- Certificates, plaques or other ceremonial awards costing less than \$75.00, except for any award given by a municipality or fire district, not-for profit corporation, another fire

Department or ambulance service or this Department for service as a Department member, director or officer.

- Honorary degrees.
- A meal, ticket, beverages, and lodging costing less than or equal to \$75.00, but only if the total of all such gifts from a particular person or business does not exceed \$150.00 in one year.

“Financial benefits” include promotions, commissions, rewards, raises and direct compensation.

An “interest” shall include a direct or indirect, pecuniary or material benefit accruing to such person as the result of a contract with the Department.

Prohibited interests shall not include a contract or business advantage where no direct or indirect financial gain may be obtained, such as where a person is merely an employee that will not receive any financial benefit from the result of a decision of the Department.

“Officers” shall include executive/civil and line officers.

“Members” shall include all active members and other types of members, except for Honorary Members when such members have no vote or voice before the membership.

Principles of the Department

The principles which must guide the conduct of Department members, directors and officers include, but are not limited to, the following:

- a. Department members, directors and officers shall endeavor to pursue a course which shall not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust as Department members, directors or officers;
- b. No Department member, director or officer shall engage in, accept employment or render services when the employment or services: (1) are incompatible with the proper discharge of the official duties of such person; or (2) would tend to impair independence of judgment or action by such person in the performance of that person’s official duty.
- c. Department members, directors and officers shall not disclose confidential information acquired in the course of their duties as a Department member, director or officer, nor use such information to further their own personal, family or present or known future business interests. This shall not prohibit revealing information known to the public at large;

- d. Department members, directors and officers shall not use or attempt to use their positions or influence to secure unwarranted privileges or exemptions for themselves or others, either before the Department or otherwise;
- e. Department members, directors and officers shall not engage in any transaction as a representative of the Department or municipality which contracts with the Department or with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their duties as a Department member, director or officer;
- f. Department members, directors and officers shall not accept a gift, as defined above, from any person or business which has any pending businesses transactions or has an interest in a decision of the Department, including but not limited to decisions involving purchases, provisions of supplies, construction, hiring and legislation. Department members shall not accept privileges unavailable to the general public which are offered in order to gain favor from such individual regarding a decision of the Department.
- g. Department members shall comply with the Department's "Prohibition of Financial Interests" policy.

PROHIBITION OF FINANCIAL INTERESTS

Application of Policy

This policy shall regulate the conduct of members, directors and executive and officers. It shall apply to such person's financial and business interests.

Persons regulated by this policy shall be deemed to have an interest in a contract or business of:

- his or her spouse, minor children and dependents;
- a firm, partnership or association of which such individual is a partner, member or employee;
- a corporation of which such individual is an officer, director or employee; and
- a corporation, any stock of which is owned or controlled directly or indirectly by such individual, except that a prohibited interest shall not include an investment interest in a business in which such person owns or controls less than five (5%) percent of the business or outstanding shares.

This policy shall not apply to a contract in which a member, director or officer has an interest if the total consideration payable under that contract, when added to the aggregate amount of all consideration payable under contracts in which such person had an interest during the fiscal year,

does not exceed the sum of seven hundred fifty (\$750.00) dollars.

Prohibitions

No interested member, director or officer of the Department may:

- vote or speak on any matter in which he has any interest, financial or otherwise, direct or indirect;
- vote to do business with any entity in which he has a prohibited interest;
- attempt to implement, prevent or change any legislation before the controlling municipality (including a fire district), which is in substantial conflict with the proper discharge of his duties as a Department member, director or officer or would obtain a financial advantage or himself, family, or business; or
- represent a client before the Department or appear before the Department on behalf of a client;
- Express an opinion on any matter in which such person has a prohibited or conflict of interest.

Required conduct upon conflict arising

Prior to any vote, any duality of interest or possible conflict of interest on the part of any member, director or officer shall be disclosed to the other persons voting on the matter and shall be noted in the minutes.

Such interested person may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation.

No member, director or executive or line officer having a duality of interest or conflict of interest on any matter shall vote or use his personal influence on the matter.

No conflict may be waived, even by vote of the members, directors or officers. A person accused of having an interest but disagreeing with the accusation may vote by secret ballot. Such person's vote shall be sealed. Should the vote of such person affect the outcome of the matter, the Department may seek an opinion from the Comptroller, the Attorney General, the Department's attorney or the Code of Ethics Committee, or from any other trusted and non-interested source as to whether a conflict exists.

Every new member of the Department or board of directors, or a new executive officer or line officer must be advised of this policy upon entering on the duties of his office. Forms acknowledging this policy must be executed by every new member, director or officer. This policy shall be reviewed at least annually with every member, director and officer.

Members, directors and officers shall be required to disclose annually, in writing, all financial interests in which they or family members may have before the Department, and any other information as required by the Department.

Members, directors and officers must exercise their duties and responsibilities in the public interest of the inhabitants of the municipality(s) served.

A sample (brief) form is as follows:

Name: _____

Date of acknowledgement: _____ for the calendar year of _____.

Position held: member director executive officer line officer

List all potential businesses with which the Department presently does business in which any personal, family or business interest exists, as defined by the code of ethics policy. _____

Do you now or in the next year expect to represent any person or business entity before the Department? Yes No

Do you now or in the next year expect to solicit any business from the Department? yes no. If yes, state in full such disclosure.

ACKNOWLEDGMENT

I acknowledge that I have read the Department's conflict of interest policy and code of ethics and I agree to abide by such policies at all times. I have made a full disclosure of all interests and shall make an additional written disclosure should such a conflict arise.

[name]

ARTICLE XI

Prohibition Against Sharing in Corporate Earnings

No member, director, officer or employee of or member of a committee of or person connected with the Department, or any other private individual shall receive at any time any of the net

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

ARTICLE XII

Indemnification

The following provisions are each subject to the limits of insurance available for such purposes:

1. The Department shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Department to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director, officer, voting or non-voting member or employee of the Department served in any capacity at the request of the Department, by reason of the fact that he, his testator or intestate, was a director, officer, voting or associate member or employee of the Department, or served such other Department, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director, officer, voting or associate member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other Department or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Department and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.
2. The Department shall also indemnify any person made, or threatened to be made, a party to any action by or in the right of the Department to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a director, officer, voting or associate member or employee of the Department, or is or was serving at the request of the Department as a director, officer, voting or associate member or employee of any other Department, agency or state corporation of any type or kind, domestic or foreign, or of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in

settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director, officer, voting or associate member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other state or regional Department or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Department, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Department, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction determines upon application that in view of all the circumstances of the case the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

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

ARTICLE XIII

Amendments

These by-laws may be amended, altered or repealed and new by-laws may be added after approval by a majority of the Class 1 and 2 Members attending the meeting. Such vote may be taken at a regular meeting providing that the text of the proposed amendment has been read (or passed out) at a prior meeting. No further specific notice of the continuation of any meeting on that amendment need be provided to continue discussion or to vote on such amendment.

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

ARTICLE XIV

Investments

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

ARTICLE XV

No suspension or waiver of bylaws

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

ARTICLE XVI

Order of Business for Meetings

The following shall be the order of the business conducted at a regular meeting of the Department. The failure to adhere to this order shall not deem any action null or void and shall not provide a right to challenge any such action or decision.

MONTHLY

1. Call to order and Pledge to the Flag
2. Roll Call/Sign In
3. Minutes of prior meeting approval
4. Reading of treasurer's report
5. Commissioners reports
6. Committees reports
7. Chiefs reports
8. Presidents report
9. Correspondence and announcements
10. Birthdays of the month
11. Membership Committee report/new membership
12. Unfinished Business
13. New Business
14. Reading of this meeting's minutes
15. Introduction of new members
16. Adjournment