

WEBSTER VOLUNTEER FIRE DEPARTMENT, INC.

BYLAWS



Revision 1.01

July 2012

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THESE BYLAWS WERE CREATED FOR THE
WEBSTER VOLUNTEER FIRE DEPARTMENT
BY THE 2010 BYLAW COMMITTEE

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IN GOOD STANDING
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ARTICLE I

Name, Offices and Definitions

1. Name

The name of the Department is WEBSTER VOLUNTEER FIRE DEPARTMENT, INC. hereinafter referred to as the "Department" or "Corporation". There shall be one (1) Active Company within the Webster Volunteer Fire Department Incorporated.

2. Offices

The principle office of the Department shall be in the Town of Webster, County of Monroe, and 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.

3. Definitions

- A. Officers shall mean executive officers and officers of the Board of Directors, each being one in the same, but shall not include Line Officers.
- B. District or Fire District shall mean the North East Joint Fire District.
- C. Wherever used herein and required by the context, the use of either gender shall include both genders.
- D. These by-laws shall grant rights and privileges to the members of the Webster Volunteer Fire Department, and shall not apply to the paid staff employed by and acting on behalf of the District.
- E. A majority shall be defined as anything greater than fifty (50%) percent.
- F. A plurality shall be defined as the highest number of votes cast, not necessarily being a majority.
- G. Policies are strict, non-discretionary rules.
- H. General Operating Procedures are Best Practices and are created by the Operating Procedures Committee. These procedures can be voted on or waived by a majority vote during a departmental meeting.

ARTICLE II

Purposes

1. 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:
 - A. To provide fire protection and rescue services pursuant to contract and mutual aid agreements in the Fire District and elsewhere as contracts permit;
 - B. To lease, own, acquire and house equipment for use by the Department in providing fire protection and support for other Department activities;
 - C. To own and acquire land and to construct, erect and maintain buildings for Department purposes;
 - D. To provide support to the firefighters and the Department through an auxiliary;
 - E. To raise funds necessary for the operation of the Department by conducting fund raising activities including the solicitation of funds and charitable contributions;
 - F. To recruit and retain members of the Department;
 - G. To give support to fire department members and their families who are in need.
 - H. To support the efforts of other charitable organizations, community groups, fire departments and persons in need;
 - I. To conduct community education in order to prevent fires and other dangerous activities;
 - J. 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 bylaws.
 - K. In accordance with the above, to have and exercise all powers available to corporations organized pursuant to the Not-For-Profit Department Law of the State of New York.

ARTICLE III

Fiscal / Operating Year

1. The fiscal year of the Department shall commence on the first day of November of each year and shall end on the 31st day of October.

ARTICLE IV

Membership

1. Classes of Membership

The Department shall have three classes of members, with subclasses where listed:

A. Active

- 1) Full
- 2) Probationary
- 3) Auxiliary
 - a. Ladies Auxiliary
 - b. Support Auxiliary
 1. Station
 2. Fire Scene

B. Inactive (up to six months)

- 1) Injuries excluding Medical Restriction
- 2) Military Service
- 3) Out of Service
- 4) Cooling off Period

C. Social (Refers to the former Class "C", Class "S", and Class "L" or Life Members).

2. Powers of Membership

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

A. Active Members

1) Full Members

- a. Full Members are those persons who meet the qualifications for such status as provided for in these bylaws and the policies of the Department.
- b. Such members shall have the authority to vote on all matters brought to the members for a vote by the members or directors.
- c. They shall be eligible for election as a director and as an executive and line officer, and shall be permitted to participate in committees and vote in committee proceedings
- d. They may attend all social functions of the Department without invitation.

2) Probationary Members

- a. 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.
- b. They shall have those rights and/or restrictions as set forth in the policies, but in no event shall they be permitted to vote at any meeting or committee meeting.
- c. They may not hold executive or line offices, or serve as a director.

ARTICLE IV

Membership; Powers of Membership; Active: Probationary (continued)

- d. They are generally new members, but are also those inactive members who are required to complete additional requirements to become Full Members again.

3) Auxiliary Members

- a. Auxiliary Members may not vote at a Department meeting, but may vote in an Auxiliary Committee.
- b. There may be one or more Auxiliary Committees. The committees may have their own rules and policies and their own dues.
- c. They may not serve on the Board of Directors or as an executive officer or line officer.
- d. Any rules created by the Auxiliary Members shall only be binding upon such members if approved by the Department
- e. They can have their own committee officers under the titles "chair" and "vice chair" and "secretary" and other titles except for "president and "vice president".
- f. They are deemed active for purposes of attending to their duties during an emergency, training or drill.

B. Inactive Members

- 1) Inactive members are not permitted to attend calls or any other emergencies and may not participate in drills or trainings.
- 2) They shall not be permitted to vote at any meeting but may have a voice.
- 3) They may attend social functions
- 4) They may not participate as members in fundraising events as they would not be covered by V.F.B.L.

ARTICLE IV

Membership; Powers of Membership; (continued)

C. Social Members (Excluding Life Members)

- 1) Social Members are those persons who used to be active members and have served a total of at least five (5) years as an active member.
- 2) In order to become a social member, an active member must submit a letter to the President making such request. Social membership shall be automatically granted upon receipt of the letter if all other requirements are met.
- 3) Social members may have a voice at meetings and may vote at meetings except as otherwise stated herein.,
- 4) In order to remain a social member, a person must participate in a minimum of four (4) work sessions of the WVFD major fund raisers.
- 5) They may not vote on foreign insurance related issues and may not vote on the election of operational/line officers.
- 6) They may serve as directors and executive officers and attend social events without invitation.
 - a. In order to remain a social member, a person must attend a minimum of three (3) monthly meetings in the prior calendar year. Any person that fails to attend three (3) monthly meetings in the prior calendar year shall lose all privileges until he attends three meetings in the present calendar year.
 - b. Excuses: primary job, illness and school.
 - c. Must submit excuses every six - (6) months to Secretary.
- 7) Any social member that fails to attend three (3) monthly meetings in each of two (2) consecutive years shall automatically lose his social membership without a right to a hearing.
- 8) Any social member wishing to regain Active status need only make such request to the President, and such request shall automatically be granted. Such person must complete any and all requirements imposed by the Chief, and such requirements may be imposed on an individual basis.

3. Requirements of Active Membership

- A. 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.
- B. All active members must be at least eighteen (18) years of age.
- C. They must be of good moral character and be able to meet any other qualifications as stated in these bylaws.
- D. In order to maintain membership as Full Active, the member must meet minimum standards as an Interior Firefighter, Exterior Firefighter or Perimeter Control Personnel as outlined in the Line Health and Safety Policy.
- E. To maintain membership in the Department a Full Active member must attend a minimum of three (3) monthly meetings per year.
 - 1) Excuses: primary job, illness and school.
 - 2) Must submit excuses every six - (6) months to Secretary.

ARTICLE IV

Membership; Requirements for Active Membership; (continued)

- F. To maintain membership in the Department a Full Active member must attend the designated number of fires and drills as defined under the Department's point system. (Article VII).
- G. In order to remain an active member, a person must participate in a minimum of 4 work sessions of the WVFD major fund raisers.
- H. Each member is responsible for seeing that his/her name is signed all attendance roster
- I. Medically restricted Full Active Member
 - 1) Medically restricted Full Active members are members having medical conditions such as respiratory problems, stroke, heart attack, broken bones, medical surgery or any other medical condition which prevents a member from participating as a full active member.
 - 2) The Full Active Member shall notify the Chief Line Officer of the condition and submit a physician's statement as to his/her restrictions
 - 3) Prior to being reactivated to the full duties of a Full Active Member, the member must submit the District Physician's statement to the Chief stating that the member is now fit for Duty as a Full Active Member.

4. Residence Requirement

- A. In order to apply for active membership, an applicant must have resided in a territory required for membership for at least the one (1) month immediately prior to submitting an application.
- B. Applicants for active membership must meet one of the following requirements to be eligible for membership:
 - 1) A resident of the Fire District (residence shall be defined as a person's domicile); or
 - 2) A resident of an area outside the 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
 - 3) A resident of an area in the vicinity of the Fire District, if by reason of such residency, he will be available to render active services as a volunteer firefighter in said Fire District or in territory afforded fire protection pursuant to a contract for fire protection for cash consideration by the department; (vicinity shall be defined as drawn on the map/boundaries as defined in the policies of the Department, and amending the map may be completed without a bylaw amendment by the chiefs and line officers).
 - 4) 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) (B) (1) and (4) (B) (2). The applicant shall provide a written document, at the time of application, by the applicant's employer setting forth:
 - a. Availability for fire service during working hours. .
 - b. Employment in excess of one year.
 - 5) No person shall be elected to membership who does not reside in the 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.

ARTICLE IV

Membership; Requirements for Active Membership; (continued)

6. Procedure for Active Membership

- A. All applications for active membership must be submitted on a form provided by the Department and signed by the applicant.
- B. There shall be a nonrefundable application fee of ten (\$10.00) dollars submitted at the time of the application. The application shall be turned over to the Chief after the Secretary has filed a record of the application.
- C. The Membership Committee shall begin the review process within sixty (60) days of receiving the completed application and shall examine the applicant's qualifications for membership. No sooner than forty-five (45) days after the completed application has been submitted, the Membership Committee may recommend to the entire Membership whether to grant or deny Probationary Membership.
- D. Any applicant who is under the age of eighteen (18) shall meet with the Membership Committee and one of the applicant's parents / guardians. The approval of a majority of the entire Membership Committee shall be required to recommend to the Membership whether to grant or deny Probationary Membership.
- E. In order to be granted Probationary Membership, an applicant must receive a majority of the votes cast by secret ballot by the Members present at a regular meeting, or special meeting. Probationary Membership does not entitle such Member to continued membership in the Fire Department.
- F. Once the Membership accepts the applicant as a Probationary Member, the Department secretary shall submit the name and qualifications of any approved Probationary Member to the secretary of the Fire District before membership shall be finally granted.
- G. Should the 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 District, either personally or by mail, with regard to those prospective members meeting the residency requirements of 4(B)(1) and 4(B)(2), or after seventy (70) days for persons meeting the residency requirement of 4(B)(3) and 4(B)(4).
- H. 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.
- I. A Probationary period shall begin upon grant of approval or upon expiration of the District's time to act.

ARTICLE IV

Membership; Probationary Period (continued)

7. Probationary Period

- A. An applicant, once accepted as a Probationary Member, shall be required to complete a probationary period for a period of no less than six (6) months after being cleared into one of the operational (firefighter, fire police officer) roles of the department, as determined under the Department policies.
- B. In no event shall a probationary period be more than one (1) year from the date of being cleared into an operational role.
- C. The policies may outline the requirements for courses, drills, and other requirements to be completed before a member may be released from Probationary status.
- D. In order to be released from the Probationary status, a majority of the chiefs and line officers, and Board of Directors, in attendance at a meeting of that group, with no less than a majority of the filled positions in attendance, must first recommend such release to the membership. If a majority decision cannot be obtained on whether to move the Probationary Member to the membership for a vote, to extend his probation or to end his participation in the membership, the Probationary Member shall be released from the Department.
- E. Should a recommendation be approved for Full Membership, the full voting membership shall be asked to vote on Full Membership status. The recommendation shall come out of the group to the members as a "seconded motion".
- F. A simple majority of the votes cast by secret ballot by the full voting membership present at a meeting must be obtained in order to grant Full Membership Status. Should a majority vote not be obtained, the member shall be released from the Department.
- G. The chiefs and line officers are permitted to vote on this question. A person not granted Full Membership must return all property and equipment of the Department and the District.
- H. At any time prior to a Member's one (1) year anniversary date, membership can be terminated by a majority vote of the Chiefs and Line Officers, and Board of Directors, in attendance at a meeting of that group, with no less than a majority of the filled positions in attendance. This can be done without a hearing for any reason deemed appropriate by either the Chiefs or Board of Directors. This decision shall be final and binding and there shall be no appeal. (May, 2012)

8. Inactive Members

- A. The policies may provide for a minimum number of calls, attendance at events, and other requirements to remain an Active Member. Failure to meet those requirements shall automatically render a member Inactive
- B. Inactive members are also those members on a leave of absence
- C. No person shall remain an inactive member for longer than six (6) continuous months, except for persons on military leave, medical leave and school leave.
- D. At or after the sixth month of Inactive Status, the corporate secretary shall notify the member that the member will either be terminated by the Board for remaining inactive past the sixth (6th) month, or that he must return to Probationary status and must complete those requirements as determined by the chiefs. The Board shall have the final and only decision on whether or not to terminate the Inactive Member or to permit continued membership. The Board of Directors may set another date for compliance with the Active Member rules.

ARTICLE IV

Membership; Inactive Members (continued)

9. Reinstatement from Inactive Membership

- A. Any person desiring to regain active status must receive the permission of the Board of Directors in order to return to active status. However, the chiefs may impose requirements before permitting a member to return to Full Active Status including training or drills to be completed.
- B. Such members shall be deemed Probationary Members, with only those rights and privileges of Probationary Members. Should the member fail to complete the requirements imposed by the chiefs and line officers by a date set by the chiefs and line officers, the Board of Directors may terminate such member for such failure.

10. Dual Membership

A person shall not be eligible for active volunteer membership in more than one fire Department or fire Company.

11. Prior Members

- A. Prior members of the Department who were not expelled for cause or who did not resign in bad standing or while under investigation may be eligible for reinstatement.
- B. However, since every person may have special circumstances regarding reinstatement, the applicant must comply with the same application requirements as any new member, except that the Board of Directors and Chiefs may waive or shorten a Probationary period.

12. Members of other Volunteer Fire Departments

- A. Members of other fire departments who are surrendering their status as a volunteer firefighter and are applying for membership in this Department may be granted Membership in the Department by following the same procedure as any other person.
- B. Such person shall relinquish the active membership card of the other organization at the time Probationary Membership is granted in this Department.
- C. The Board of Directors and the Chiefs may waive or shorten the Probationary Period.

13. Arson or any other Felony

- A. A person who has been convicted of arson or attempted arson in any degree shall not be eligible for membership. No person shall be eligible for membership if convicted of any other felony.
- B. 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 (837) of the Executive Law for a criminal history involving a conviction for arson
- C. Any member convicted of arson or attempted arson in any degree automatically shall be terminated from membership and shall not be permitted to reapply.

ARTICLE IV

Membership; (continued)

14. Other Requirements of Membership

- A. 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.
- B. 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.

15. Exempt Member Status

- A. Any member who has served at least five years in the Department and who has been in good standing for at least 5 years, who meets the qualifications set forth in General Municipal Law Section 200 shall be entitled to a certificate as an Exempt Volunteer Fire Fighter.
- B. The grant of Exempt Member Status shall not require any member to resign or lose any other privileges of membership.
- C. These bylaws shall also permit the grant of Exempt Status in accordance with any other provision of law. Exempt Member Status privileges shall be in accordance with those granted by law.

16. Life Member Status

- A. Those presently active members who have served at least twenty (20) active years in the Department may become Life Members.
- B. In order to become a Life Member, the applicant must submit a letter to the President to request the grant of this status, which shall be granted automatically.
- C. Any person who has served at least twenty-two (22) consecutive months as the Chief is eligible for life membership.
- D. Alternatively, an active member with less than twenty (20) years of service, upon suffering a firefighter-service ending disability in the line of duty, may receive Inactive Life Membership Status.

1) Active Life Members

Life members who remain active by meeting the requirements of active membership shall have the same privileges and obligations as any active member, except that they need not pay any dues.

2) Social Life Members

- a. Life members who are not still Active 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 meetings except that they may not vote on operational / line officers or vote on expenditure of foreign insurance funds. They may serve as executive officers and board members if they are residents of New York State.
- b. Social Life Members may be Social members forever, no matter where they reside. Social life members are exempt from paying dues and are not required to attend Monthly meetings, and are not required to work at a WVFD major fund raiser.

ARTICLE IV

Membership; (continued)

17. Membership Cards

All persons who hold any type of membership shall be issued a non-transferable membership card.

18. Residence

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

19. 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:
 - a. That, he plans to change his residence to a territory which is not in such territory required for membership; and
 - b. That, by reason of his residence in the vicinity of the 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 firefighter in the Fire District.
 - c. No person shall have his membership continued who does not reside in the 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 herein.
 - d. 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 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: 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. No person shall exercise the privileges of active membership until the Fire District approves or fails to act upon the request for membership.
 - e. 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.

ARTICLE IV

Membership; Termination of Active Membership and Removal of Member (continued)

- 2) *Failure to adhere to membership requirements.* Membership may be terminated or restricted upon the failure of a member to meet the attendance and other membership requirements as stated in these bylaws or the policies.
 - a. Members who have been Inactive for six (6) months may also be terminated for failure to re-attain active membership (except for persons on an approved leave and except for Inactive Life Members).
 - b. The member must be sent a letter at least ten (10) days before the date to appear before the Board of Directors to present any facts which the member desires to be considered before the decision of whether or not to terminate has been made.
- 3) *Conviction for Arson, Attempted Arson or any felony.* The membership of any member shall terminate immediately without a vote required if he is convicted of arson or attempted arson (regardless of whether a certificate of relief has been obtained) or a felony (unless a certificate of relief has been provided) in any degree while a member.
- 4) *A person may be terminated or suspended for the following:*
 - a. Misconduct
 - b. Complaint - Any member may submit a written and signed complaint against another member and request that the Disciplinary Committee convene.
 - c. Incompetence
 - d. Insubordination
 - e. Drinking of alcohol beverages by a member under the legal drinking age on any Department or Fire District property or at any Department or Fire District Function.
 - f. Serving alcohol to anyone not being of legal drinking age.
 - i. Those members so charged with items (d.) or (e.) will be summoned before a Department Disciplinary Committee.
 - ii. If found guilty by the Disciplinary Committee, the penalty shall be as follows:
 - a. 1st offense: one-month suspension from all Department functions
 - b. *2nd offense: three months suspension from all Department functions
 - c. 3rd offense: expulsion from the Department.

* Two offenses in one year results in expulsion from the Department
 - f. Conviction or plea to any misdemeanor involving a minor
 - g. Conduct unbecoming a member of the Department for conduct that can be attributed to him as a member
 - h. Violation of the oath of membership

B. Termination and Suspensions up to one year

The process for suspensions and permanent removal is as follows:

- 1) 30 days or less suspension:

A member may be suspended by:

- a. Any two chiefs in agreement may suspend a member for line negligence for up to thirty (30) days without any right to a hearing;
- b. A suspension, of up to thirty (30) days, may be imposed by a Disciplinary Committee. Two votes in favor of any specific action are necessary to impose any discipline.

ARTICLE IV

Membership; Termination of Active Membership and Removal of Member (continued)

2) More than 30 days or termination

In the event the discipline sought to be imposed is for longer than thirty (30) days or if termination is sought, a hearing shall be administered, with a hearing officer.

- a. The Disciplinary Committee shall choose an impartial member of the community to serve as hearing officer. The hearing officer shall conduct the hearing.
- b. The Disciplinary Committee shall present witnesses and evidence as they see fit.
- c. The accused member shall be personally served with a notice of hearing and a copy of all charges with specific dates at least ten (10) days but not more than thirty (30) days before the date of the hearing. The notice shall state the date, time and place of the hearing, together with the name of the hearing officer. The notice shall also advise that the member may be represented by counsel and that in the event the member chooses to have counsel, the member must so advise the Department in writing at least five (5) days prior to the hearing date. . The member shall be advised that it is permitted to submit a written response at any time before the hearing.
- d. The member shall be afforded four (4) days from receipt of the notice to object to the hearing officer, and the President shall review and decide upon the objection. Upon receiving an appropriate written objection, which the President deems reasonable, the President shall choose a new hearing officer and notice shall be promptly provided.
- e. The member shall be provided an opportunity to present and cross-examine witnesses, to present evidence, and / or to bring counsel.
- f. In the event that the member chooses to have counsel, the Department shall have up to ten (10) days to secure counsel, which may result in rescheduling the hearing. Any member suspension shall continue during this time.
- g. The hearing officer shall draw the names of six (6) members from the Department and a seventh (7) as an alternate. Members chosen shall have a minimum of five (5) years within the Department. No person may refuse to serve on the Panel. Only persons who are impartial (neither involved or witnesses or the accuser) may serve on the Panel.
- h. The hearing officer shall then conduct the hearing.
- i. After hearing the proof and arguments and after determining the facts underlying the incident(s), the Panel shall decide if the charges are sustained and if sustained, render a decision for termination, or a suspension of up to one year. At least four (4) persons must agree on the punishment to be imposed.
- j. There shall be no appeal of the hearing. The decision of the Panel shall be final and binding.

3) Termination during first year

At any time prior to a Member's one (1) year anniversary date, membership can be terminated by a majority vote of the Chiefs and Line Officers, and Board of Directors, in attendance at a meeting of that group, with no less than a majority of the filled positions in attendance. This can be done without a hearing for any reason deemed appropriate by either the Chiefs or Board of Directors. This decision shall be final and binding and there shall be no appeal.

ARTICLE IV

Membership; Termination of Active Membership and Removal of Member (continued)

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 members may be exercised. Any violation of this rule shall permit the Board to continue the suspension for an appropriate period of time, up to an additional two months. Nothing shall prohibit a suspended member from exercising any rights available to him as a member of the public as if he were not a member.

ARTICLE IV

Membership; (continued)

20. Resignations

A resignation of a member must be made in writing and addressed to the President who will present it to the Full 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 member has not withdrawn the resignation, it will be presented to the Full 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 or the District. If the member has failed to remit any fines and property owed 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 Fire District, but no action shall be required of the Fire District.

21. Leaves of Absence from the Webster Volunteer Fire Department

All requests for leaves (personal, military, maternity, school and medical) shall be submitted to and reviewed for approval by the Board of Directors. Upon the passage of the twelfth (12) month of the leave of absence, the member shall automatically be terminated from membership, after receiving a notice at least ten day in advance to appear before the Board of Directors. 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. Any member on leave may request a permanent change in membership status to Support Auxiliary prior to the expiration of the leave of absence, except in cases of Medically Restricted Active Full Member.

22. Voting on affairs of Department by members permitted to vote

All votes requiring a vote of the members shall require a quorum of members permitted to vote and shall then be approved or rejected by a simple majority of those voting . Unless otherwise stated in these bylaws, at regular, special and annual member meetings whenever a vote of the Full members is to be taken, a quorum shall consist of the presence at the vote on any issue of at least twenty (20%) percent of the Full Members but in no event less than fifteen (15) members. The President shall be permitted to vote in all matters. All votes conducted shall require a majority of the votes cast (as opposed to the number of votes able to be cast).

23. Annual Meeting (December Monthly Meeting)

- A. The annual meeting of the Department shall be held on the First Thursday of December at 7pm at the location chosen by the Board of Directors. A resolution of the fire district was held in accordance with Town Law Section 176 (11-b) to permit an election on this date.
- B. The Annual Election of Officers of the Department shall be conducted during the Annual Meeting.

ARTICLE IV

Membership; (continued)

24. Notice of Annual Meeting

- A. 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.
- B. Persons may submit a written waiver of the notice of the meeting.

25. Proxy Voting

No proxy voting shall be permitted. Absentee Ballots are not permitted.

26. 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 7:30 pm, unless otherwise announced, and shall continue until such meeting is properly closed by vote of the Members. Meetings location shall be at the discretion of the President. In the event a legal holiday falls on that date, the meeting will be commenced upon the second Monday of that month. Written notice shall still be given to each member in accordance with these bylaws unless a waiver of notice is obtained.

27. Notice of 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.

28. 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 number of votes entitled to be cast at such meeting. Those members, however, must demand such meeting in writing and specify therein the date and month of the meeting, such date 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 who signed the demand may give notice of the meeting.

29. Dues of Members

Dues are \$2.00 per year to remain a member of the Department, for members less than 60 years of age that are not life members.

ARTICLE IV

Membership; (continued)

29. Transfer Members

Members who previously belonged to other Department (see paragraph 12) may have such prior active service credited to their years of service upon completing five (5) years as a Full Active Member and upon submitting a request to the Board of Directors and providing satisfactory documentation of such service.

30. Point System

A. Points required

Point system for Full Active Member and Fire Police shall be as follows:

<u>Years Active</u>	<u>Drill Points</u>	<u>Total Points</u>
0 – 1	60	300
2 - 5	51	200
6 - 13	45	175
14 - 20	36	100
21 and over	36	75

Definition of years of service:

- 1st year: shall be the anniversary of the date of acceptance to the Department.
- 2nd year and up: shall be the annual calendar year (January 1 - December 31).

Note:

Fires, EMS calls, water problems	2 points	
“Official” Drills	3 points	(All Members invited)
“Official Rookie” Drills	3 points	(All Rookies invited)
Departmental Monthly Meetings	3 points	
Committee Meetings	2 points	(Chairperson’s approval)
Funeral details	3 points	
“Official” Work Details	3 points	(All Members invited)
Group nights	3 points	(Officer’s approval)
Carnival (5 segments, points are per segment)	3 points	
Rig checks, Rig training, Driver training	2 points	(Officer’s approval)
Parades, Unofficial work details	2 points	(Officer’s approval)
Unofficial drills	2 points	(Officer’s approval)

ARTICLE IV

Membership; Point System (continued)

B. Enforcement

The Line Officers of the Department shall be responsible for enforcing the point system.

C. Record of Points

The record of member's cumulative points shall be kept by a Line Officer appointed by the Chief and a list of members and points shall be posted on the Firehouses' bulletin boards, and on the Website.

D. Failure to Comply with the System

Penalty for failure to attain the minimum number of points to remain as a Full Active Firefighter:

- 1) The member shall become an Inactive member.
- 2) If the member is eligible for another Class of membership, the member shall make an official request to the President to transfer to that Membership Class.

E. Excused Drills

Valid excuses for not attending the required number of "Official" drills are: primary work, school or an extended illness when verified in writing by a doctor.

F. Procedure for Excused Drills

A Full Active Member with a valid excuse for not attending the required number of "Official" drills must take the following action.

Provide written notification every six (6) months to the Chief that said member would / will be unable to attend Monday night drills.

This notification is to include the updated status as well as the reason for non-attendance.

Develop, with the Line Officers, alternatives for meeting "Official" drill point requirements. Alternatives include attending:

- 1) State and / or county certified training courses.
- 2) Certified first aid courses.
- 3) Supplemental drills.

ARTICLE IV

Membership; Good Standing (continued)

31. Good Standing

- A. Annual dues must be paid prior to the April meeting to qualify as a member in good standing. Member will again be in good standing after paying delinquent dues within that calendar year.
- B. All assessments (monies owed the Department, other than dues) must be paid within two (2) months of notification of said assessment to remain a member in good standing. Member will again be in good standing after paying delinquent assessments. Note: assessments must be paid within a twelve (12) month period.
- C. Any member not in good standing will not qualify for benefits, functions paid for using Department funds, or voting.
- D. Any member neglecting to pay dues or assessments for a period of eleven (11) months shall be:
 - 1) Notified by the Secretary after the eleventh (11) month and shall have one (1) month to pay.
 - 2) Automatically dropped from the rolls by the Secretary if not paid.

ARTICLE V

Directors

1. Management

Management of the affairs of the Department shall be vested in the Board of Directors, except as hereinafter stated.

- A. The membership shall be vested with the sale of any personal or real property and the improvement and destruction of buildings or property. Approval shall require a 2/3 (66.7%) majority vote. The membership shall be vested with granting rights to utilize the Department's property.
- B. The membership shall approve all fundraising events but the Board shall oversee the management of the events
- C. The approval and enforcement of operational policies and procedures shall be reserved to the chiefs as a group (upon majority vote of the chiefs). Operational policies involve firefighting and rescue related matters
- D. The approval and enforcement of all non-operational policies shall be reserved to the Board of Directors.
- E. The Board shall propose to the Membership any new staff position. The Membership shall be vested with the determination of whether to create and hire for the proposed position. The Board shall have the power to employ necessary staff and to determine the terms of employment. All matters relating to continued employment are vested in the Board of Directors.
- F. In all cases of contracting for personal services, the Board shall negotiate and approve the terms of the contract.
- G. The Board shall have the ability to enter into and approve the terms of any lease, purchase contract or sales contract and bind the Department to the same. The Board may empower a committee of the members to take action on behalf of the Board.
- H. The Board shall also file a report by the fifteenth (15th) day of January of each year with the Monroe County Clerk's Office which provides:
 - 1) The names of the directors and executive officers of the Department ;
 - 2) A list of the inventory of the Department's [not district's] property;
 - 3) A statement of the Department's [not district's] financial liabilities; and
 - 4) A statement that the Department [not 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 18 years of age, a citizen of the United States and a resident of the State of New York. He must also have been a member for at least three (3) years out of the last six (6) years. He must be and remain Full or Social Member during the term of office. Failure to remain a Full or Social Member during the term of office shall result in an automatic surrender of his Directorship.

ARTICLE V

Directors (continued)

3. Members, Number and Term of Directors

The number of Directors constituting the entire Board of Directors shall seven (7). There are no limits on the number of terms. The five (5) year terms shall be enforced with one elected each year. The directors and terms shall be as follows:

- A. President (1 year term)
- B. Vice-President (1 year term)
- C. Director (5 year term)
- D. Director (5 year term)
- E. Director (5 year term)
- F. Director (5 year term)
- G. Director (5 year term)

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, unless it provides a date of resignation, which in no event shall be later than thirty (30) days from the date the letter is submitted.

5. Vacancies

Vacancies among such Directors for any reason may be filled by vote of a majority of the Full Members. The vacancy 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 or officer may be removed for cause by two - thirds (2/3) of the Members voting at a meeting. However, in order to conduct such a vote, at least fifty (50%) percent of the Active Members entitled to vote must be present for the vote.

7. Initiation of Office

The newly elected directors shall take office officially as of the 1st day of January in the calendar year following the annual meeting, except as provided for filling vacancies.

8. Budget and Finances of the Board of Directors

The Board of Directors shall prepare a line item budget to be presented to the Active Members for approval. The budget shall assign spending approval of each line item to the Board, the president, the chief, the membership or any committee. Once approved, the designee may then spend, save or reserve the Department's funds within those line items. Any deviation from or change to the line items within the budget shall be presented to the membership for approval.

ARTICLE V

Directors (continued)

9. Reports of Chief

The Board may require the Chief or his designee to appear at Monthly Department meetings or the Monthly Board of Directors Meeting to provide a report on matters deemed important to the Board.

10. Regular Meetings

The Board shall meet as dictated by the Chairman 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.

11. Special Meetings

Special meetings of the Board of Directors may be called by the Chairman of the Board and must be called on the written demand of any member of the Board of Directors. Should the Chairman of the Board deem the issue necessary to address an emergency situation, only three (3) hours notice of the place and time of the meeting shall be necessary prior to the meeting, and notice may be given in person, by portable radio, by telephone, by pager or by e-mail.

12. Quorum and Vote

At all meetings of the Board of Directors, at least four (4) directors shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of the votes cast in favor shall be necessary to approve any resolution.

13. Notice of Regular Meetings

Notice of meetings of the directors shall be given to each director no less than twenty-four (24) hours prior to the meeting. Notice may be given by telephone call if the person was directly reached or page or e-mail if the director has provided an e-mail office for that purpose.

14. Notice of Special Meetings

Notice of special meetings of the directors shall be given to each director no less than one (1) hour prior to the meeting in person or by telephone or by page. Special meetings shall be limited to the purpose of the meeting announced and no other purpose.

15. 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.

16. 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. The number of conferences shall be limited to four (4) per year.

ARTICLE V

Directors (continued)

17. 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.

18. 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.

19. 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 Chairman of the Board shall fix the time and place for holding annual, regular or special meetings of the board.

20. 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.

21. Annual Report of the Board of Directors

The Board shall present at the annual meeting of the Department Members a report, verified 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, inventory of buildings, building contents and equipment of the Department as of the end of a twelve month fiscal period terminating not more than six (6) 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 Department both unrestricted and restricted to particular purposes during said fiscal period.
- D. The expenses or disbursements of the Department, for both general and restricted purposes, during said fiscal period.
- E. The number of members of the Department 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 Department Meeting.

ARTICLE V

Directors (continued)

22. Organizational Meetings

Between the first Thursday of December and the 31st of December the Board of Directors shall hold an organizational meeting and elect the Chairman and the Vice Chairman of the Board of Directors. The Board of Directors shall appoint a Deputy Treasurer and Deputy Secretary. The President elect and the Vice President Elect of the Department shall be eligible to be the Chairman and the Vice Chairman of the Board of Directors. The offices shall become effective the first day of the next year.

23. Presiding over Meetings

In case of the inability if the Department President and Vice President to preside over the Departmental meeting, the senior most Director of the Board of Directors present at the Department meeting shall preside over the meeting.

24. Board of Directors Monthly Report

The Board of Directors shall make a report at every regular monthly Department meeting.

25. Bonds for the Department

The Board of Directors shall fix the amount of and approve the bonds of the Department Treasurer, and any committee treasurer or other member as appropriate.

26. Audit of the Department Treasurer

The Board of Directors shall have the accounts of the Treasurer audited by a non-officer of the Department and shall present the audit to the membership prior to or at the March Monthly Meeting.

27. Department Insurance

The Board of Directors shall have responsibility for seeing that the Department is adequately insured and shall review the insurance needs of the Department at least every three (3) years

ARTICLE VI

Budget and Expenditures and Department Property

1. Duties of the Officers

A. Treasurer

- 1) Keep an accurate account of all monies received and expended by the Treasurer for the Department.
- 2) Deposit all monies in the name of the Department in the bank(s) designated by the Board of Directors within three (3) days after receipt of the monies.
- 3) Create a preliminary annual budget for the upcoming year, to be reviewed by the Board of Directors during the October Board of Director's Meeting.

B. Board of Directors

- 1) The Board of Directors shall review and approve the proposed budget and present the budget to the Department for their approval at the December meeting.
- 2) By majority vote of the Board of Directors they shall have the power to purchase any item necessary for the Department not exceeding the cost of five hundred dollars (\$500.) without a vote of the Department, but reported to the Department at the next monthly meeting.

2. Expenditures

A. The Board approved budget shall be presented to the Department at the Annual meeting for approval by the body.

- 1) If the budget is not approved, it shall be sent back to the Board of Directors for revisions. The revised budget shall then be presented at the Department's next regularly scheduled monthly meeting for approval by the membership. This process shall be repeated until the budget is approved by the membership.
- 2) Until the budget is approved, all expenditures shall be treated as unbudgeted.
- 3) The membership approval of the budget shall be by ballot vote of two-thirds (66.7%) majority of members voting (rounded up to a whole number).

B. The Board of Directors, working on behalf of the Department, shall approve expenditures that are within the budgeted amount.

C. If expenditure exceeds the budgeted amount, said expenditure shall be brought before the Department for their approval at a monthly Department meeting.

3. Unbudgeted expenditures under \$2,000

A. Expenditures up to and including \$2,000 dollars shall be made only after the approval by hand vote at a monthly meeting, with the exception of expenditures under Article VI.1.B.2 and VI.6.

B. A hand vote shall have passed if the show of hands of members voting "Yes" exceeds the show of hands of those voting "No", and failed if vice-versa.

ARTICLE VI

Budget and Expenditures and Department Property (continued)

4. Unbudgeted expenditures over \$2,000

Expenditures over two thousand (\$2,000) dollars shall be made only after the approval by ballot vote of a two-thirds (66.7%) majority of members voting (rounded up to a whole number) at a monthly meeting or special meeting, with the exception of expenditures under Article VI.1.B.2 and VI.6.

5. Voting Eligibility

Only members in good standing shall be entitled to vote on any appropriation of funds of the Department.

6. Emergency Expenditures

The Board of Directors shall have the power to authorize expenditures of any amount in the case of emergency repairs of Fire Department property without special approval of the Department, but reported to the Department at the next monthly meeting.

ARTICLE VII

Executive Officers & Administrators

1. Number

- A. Executive Officers must be directors of the Department.
- B. The Executive Officers of this Department shall consist of a Chairman of the Board, Vice-Chairman of the Board, President, and Vice-President.
- C. Line officers such as the Chief and Assistant Chiefs shall not be considered "Executive Officers" of the Department for purposes of these by-laws.
- D. The policies of the Department may provide requirements for election to office.

2. Election, Term of Office and Qualifications of Officers

- A. The President, Vice-President and one Director shall be elected every year by the membership during the annual meeting and shall serve until their successor is elected and qualified. The officers may serve an unlimited number of terms. A term shall begin on January 1st.
- B. Line Officers may not serve as Executive Officers.

3. Vacancies

In case any elected office of the Department becomes vacant by death, resignation, retirement, disqualification or other cause, the Full 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.

4. Chairman of the Board

- A. The Chairman of the Board shall be the chief executive officer of the Department and shall have and exercise general charge and supervision of the affairs of the Department with respect to the development and implementation of its goals and policies
- B. The Chairman of the Board 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 or the members.
- C. The Chairman of the Board shall sign all documents in the name of the Department when authorized to do so by the Board of Directors or members. The Chairman of the Board, 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.
- D. The Chairman of the Board shall be an ex-officio member of all committees, and shall perform all other duties incidental to his office. The Chairman of the Board shall be permitted to vote on any matter.

5. Vice-Chairman of the Board

The Vice-Chairman of the Board shall in the absence of the Chairman of the Board exercise all the functions of the Chairman of the Board.

6. President

The President shall manage the day-to-day Department affairs reporting to the Board of Directors and the membership. The President shall preside at all Department monthly meetings.

ARTICLE VII

Executive Officers & Administrators (continued)

7. Vice-President

The Vice President shall, in the absence of the President, exercise all the functions of the President.

8. Secretary

- A. The Secretary shall be appointed by the Board of Directors and serve at their pleasure.
- B. 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 and of nominations of candidates for election
- C. The Secretary shall be the custodian of all books and papers belonging to the Department. The Secretary shall place in the minutes all revisions of the bylaws. The Secretary shall ensure that an approved copy of the minutes of each meeting is maintained in the corporate offices for inspection
- D. In the absence of any contrary direction, the Secretary shall conduct all correspondence on behalf of the Board of Directors and Department
- E. 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
- F. The Secretary shall maintain a written record of each member, regardless of status, including name, age, date of joining, and all information related to his service as a member. The Secretary shall supply the District with the names of new members once elected by the membership.
- G. The Secretary 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
- H. The Secretary reviews all bills and prepares an abstract of bills to be paid so that the Department can approve the bills. Such officer shall prepare the financial book for review by the treasurer or auditor. The Secretary shall issue letters acknowledging donations and shall prepare correspondence as directed by the Board or other officers.
- I. Upon appointment of his successor, the Secretary shall deliver to the successor, within ten (10) days, all Department books, written up to date, together with all Department papers and property in the Secretary's possession.

ARTICLE VII

Executive Officers & Administrators Treasurer (continued)

9. Treasurer

- A. The Treasurer shall be appointed by the Board of Directors and serve at their pleasure.
- B. The Treasurer shall have the care and custody of all the funds and securities of the Department and of all deeds, insurance policies and other valuable documents relating to its property and shall deposit the same in the name of the Department in such depository as may be designated by the Board of Directors.
- C. The Treasurer shall make no investments of monies without the express approval of the Board of Directors and shall disburse no funds except upon order of the President or other duly authorized official, including the Board.
- D. The Treasurer shall be required to give bond for the faithful performance of his duties, in such sum and with such securities as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the 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.
- E. The Treasurer shall sign all receipts and, together with such other officer or officers, if any, as shall be designated by the Board of Directors. He shall sign all checks of the 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, such as a clerk. In such case, if a clerk is appointed, the Treasurer shall oversee the clerk.
- F. 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.
- G. The Treasurer shall report the Department's financial condition at every monthly meeting, detailing the amount on hand at the previous meeting, amount received; amount disbursed and balance in the bank(s).
- H. The Treasurer shall ensure that the bills being paid are proper Department expenses
- I. A candidate must be able to be bonded. No person may be appointed who is known to engage or have engaged in fraudulent or dishonest conduct.
- J. The Treasurer shall upon appointment of his successor deliver to said successor within ten (10) days, all Department books, written up to date, together with all Department papers, monies and property in his possession.
- K. The Treasurer shall keep an accurate account of all monies received and expended by the Treasurer for the Department.
- L. The Treasurer shall deposit all monies in the name of the Department in the bank(s) designated by the Board of Directors within three (3) days after receipt of the monies.
- M. The Treasurer shall create a preliminary annual budget for the upcoming year, to be reviewed by the Board of Directors during the October Board of Director's Meeting.

10. Sergeant at Arms

- A. This position shall keep attendance and keep order at meetings, lead the members of the Department in the Pledge of Allegiance at each meeting.
- B. The Sergeant at Arms shall inform those members not in good standing of their status.

ARTICLE VII

Executive Officers & Administrators (continued)

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 or Secretary of the Department. Resignations of line officers shall be effective immediately upon receipt of such resignation by President or Secretary. In either case, a resignation may list a date no later than thirty (30) days from the date of submission, on which to become effective.

ARTICLE VIII

Line, Line Officers, Fire Police

1. Line Officers

A. Definition

The "Line" shall be considered the active fire / emergency response members of the Webster Volunteer Fire Department. Line Officers shall not be considered executive officers of the Department, for purposes of these By-Laws.

B. Line Officers

There shall be the following line officers and number thereof in the Department:

ELECTED

Chief (1)

1st Assistant Chief (1)

2nd Assistant Chief (1)

Fire Captain (4)

Lieutenant (6)

APPOINTED

Fire Police Captain (1) – Appointed by Chiefs (two out of three chiefs must confirm appointment)

Fire Police Lieutenant (1) - Appointed by Chiefs (two out of three chiefs must confirm appointment)

Safety Officers (unlimited) - Appointed by Chief

C. Administrators

The following persons shall be appointed by the chiefs (two out of three) and shall not hold line authority. The chiefs may create any other appointed positions as they see fit for their term of office.

E.M.S. Coordinators

Fire Police Secretary

D. Term of Office

Line officers shall be elected at the Annual Meeting for the term of one year. Those who are elected, as indicated above, shall be elected by secret ballot. The terms of all chiefs shall begin immediately on the 15th of January or earlier as approved by the District. All other line officers shall begin January 1. There shall be no term limits of any office.

ARTICLE VIII

Line, Line Officers, Fire Police (continued)

E. Qualifications and powers of office

In order to serve as the Chief, a person must have served at least two (2) years as an Assistant Chief at some point in the past. In order to serve as 1st or 2nd Assistant Chief, a person must have served four (4) years as Captain or Lieutenant, with a minimum of two (2) years as a Captain. The policies of the Department shall dictate the qualifications, duties, prohibitions and powers of the chiefs and line officers.

F. Confirmation of nomination by District

- 1) Upon election, the Department Secretary shall forward within three (3) business days, the names of the chiefs and assistant chiefs to the Fire District Secretary. The District shall approve or reject the nominations.
- 2) If a nomination of the Chief or any of the Assistant Chiefs is not approved by said Fire District, the Department shall call another meeting of the members at which a new person may be considered / nominated 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, but in no event sooner than January 15, and shall serve until his successor is appointed.

G. Chief of the Department

- 1) The Chief shall exercise those powers as granted to the chief in General Municipal Law Section 204-d, as time to time amended, including but not limited to determining the cause or causing a determination to be made of each fire or explosion to which the Department responds.
- 2) He shall file with the office of fire prevention and control of the Department of State a report containing such determination and any additional information required by such office. He shall contact or cause to be contacted the appropriate investigative authority if he has reason to believe the fire or explosion is of incendiary or suspicious origin
- 3) Except with regard to those powers of the Chairman of the Board as stated in these by-laws, the Chief shall have exclusive control of the Department, its members, and all apparatus and fire equipment owned by the District or Department at all fires, emergencies, alarms, drills, inspections, fire schools, or training sessions pertaining to fire fighting or other emergencies.
- 4) He is responsible for the care, maintenance and upkeep of the district owned or firematic property and equipment at all times
- 5) He shall ensure that a record is maintained of all fires attended by the Department, including the date, location, property owner, probable cause and estimated damage or loss to property involved in each fire.
- 6) With regard to all other emergency calls, the Chief shall ensure that a record is maintained for all such calls containing information as is deemed appropriate. It shall be his duty to investigate all fires or alarms of fires and report the same at each regular meeting
- 7) He shall report to the District on apparatus conditions and recommend improvements, as he deems necessary and proper. He shall be governed by all State and Federal laws pertaining to fire districts, companies and fire departments.
- 8) The chief may assign the Assistant Chiefs, Captains and Lieutenants additional duties, including but not limited to training and maintenance.

ARTICLE VIII

Line, Line Officers, Fire Police (continued)

H. Assistant Chiefs

The assistant chiefs, in order of ranks of 1st Assistant Chief and 2nd Assistant Chief shall take over the duties of the Chief in his temporary absence.

I. Captains

The duties of Captain include having charge of the Fire Department at all fires, drills, parades and schools of instruction, but in each case under the direction of the Chief and Assistant Chiefs or in the chiefs' absence. Each Captain shall take charge of a squad of members at fires, drills or emergency calls and other department events.

J. Lieutenants

The duties of the Lieutenants shall be to assist the Captains and to take over the duties of the Captains during any absence.

K. Suspension or Dismissal

The members shall have the power to remove a chief or line officer from office without affecting his membership status. In order to discipline a line officer (non-chief), the three chiefs may impose suspension of up to thirty (30) days by favorable vote of at least two of the chiefs. This shall not foreclose further discipline for unrelated events occurring separately. Any further discipline, including removal, must be handled in accordance with the bylaws as discipline for any member. In order to discipline a chief, the board of directors must follow the procedures for discipline of any member, as set forth in these bylaws.

2. Fire Police

A. Fire Police Squad is composed of Full Active Members. The authority for organizing and operation of a Fire Police Squad is granted by Section 209-c of the General Municipal Law of the State of New York. They are governed by the Fire District Board of Fire Commissioners. Fire Police Squads are part of the Fire Department and are not independent entities.

- 1) A Full Active member, 18 years or older, and a citizen of the United State, may become a member of the Fire Police Squad.
- 2) The Fire District Commissioners shall approve all Fire Police Squad members.
- 3) Members of the Fire Police Squad are required to complete Fire Police Training as required by New York State within 12 months of appointment or election.
- 4) Members of the Fire Police Squad are required to take a prescribed oath of office found in General Municipal Law 209-c.
- 5) Members of the Fire Police Squad are required to have completed the proper registration with the Central State Registry of Peace Officers within 12 months of appointment or election; as per New York State Division of Criminal Justice Services Chapter 843 of the laws of 1980 (Section 845a of the Executive Law).
- 6) Full Active Members, after satisfying or fulfilling all Department policies, the required training, oath of office, and proper registration shall be designated as Fire Police Squad members and Peace Officers as Article 2 of the Criminal Procedure Law designates.
- 7) Criminal Procedure Law Section 2:10.41 indicates that Fire Police Officers shall possess peace officers status when on duty.

ARTICLE IX
Election Procedures

1. Annual

A. General applicability

- 1) All elections for directors and executive and operational officers shall be conducted at the annual meeting under this article.
- 2) This is also the procedure for filling vacancies, except that the dates shall be changed as necessary.

B. Nominating Committee

- 1) A Nominating Committee shall determine who is eligible for each position
- 2) The President shall appoint the Committee by the September monthly meeting
- 3) The Vice-President shall chair the Committee and there shall be at least four (4) other members. Two shall be Active Members, one shall be an Active Life and one shall be an Inactive Life Member, if available (otherwise may be any Active Member)
- 4) The chief shall serve as an ex-officio member or may appoint another chief in his place.

C. Nominations

- 1) The Nominating Committee shall meet prior to the October member meeting to determine who is qualified for each elected position. Such persons must be qualified by September 1.
- 2) The Committee shall create a slate of persons for each position, but may include one or more persons for each position. Any person that is qualified for a position that informs the Committee that they want to be nominated for a position shall be placed on the list for the position(s).
- 3) The Nominating Committee shall announce and post the lists of qualified persons for chiefs and line officers only and nominees of all offices at the October member meeting.
- 4) Any person not listed as qualified for any position may appeal to the Board of Directors no later than one week after such list is posted. The Board shall convene within one week of the appeal and render a decision as to such member(s) qualifications at that meeting.
- 5) At the November and December member meeting, the floor is open to further nominations of qualified candidates. A person must voice their acceptance or have a letter of intent submitted in order to confirm the nomination. Persons may not nominate themselves.
- 6) The Chair of the Nominating Committee shall post the list of candidates at the firehouse in a public place after the November meeting.
- 7) Any person nominated for a higher office can run for a lower office, even if not nominated therefore.

ARTICLE IX

Election Procedures (continued)

D. Resignations

- 1) After the November meeting if a nominee no longer wishes to be a candidate, the nominee must present a written resignation to the chairman of the Nominating Committee prior to the December meeting.
- 2) If a replacement is needed, the Nomination Committee shall accept nominations from the floor at the December meeting.
- 3) Nominees who have resigned shall not be eligible to be a "nomination from the floor for that position".

E. Voting Process

- 1) The President shall appoint three (3) 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.
- 2) All votes shall be conducted by secret ballot.
- 3) If there is only one candidate, a vote must still be conducted.
- 4) A candidate must receive a plurality of the votes cast to win an office.
- 5) Should there be a tie for the highest amount of votes, the other candidates with fewer votes shall be dropped from the ballot, and the remaining candidates shall have an election to determine who continues to the next election. The process shall continue until one candidate receives the highest number of votes. 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 (not absentee ballots) are permitted in each election.
- 6) Election of Captains shall be of the four (4) candidates receiving the most votes during the election.
- 7) Election of Lieutenants will be of the six (6) candidates receiving the most votes during the election
- 8) The total individual's votes shall not be read aloud.
- 9) The Department Secretary shall have the information available for viewing upon request.

E. Vote of No Confidence

- 1) In all elections where there is only one candidate for a position (even if there were multiple positions of the same title), places for "YES" and "NO" shall be include for each candidate.
- 2) If the "no" vote receives the highest number of votes, then the position shall remain vacant until a qualified candidate is elected at a later date.

F. Leaving positions Vacant

Nothing in these bylaws shall require any position to be filled.

ARTICLE IX
Election Procedures (continued)

G. Order of Elections

- 1) The order of elections shall be as follows:
 - a. President – Director
 - b. Vice-President – Director
 - c. Director
 - d. Chief
 - e. First Assistant Chief
 - f. Second Assistant Chief
 - g. Captains
 - h. Lieutenants

H. Absentee Ballots

Absentee Ballots shall not be permitted.

2. Vacancy

A. General applicability

- 1) In case of a vacancy in an elected office caused, by death, resignation or disqualification for any reason, an election for the un-expired term shall be held at the next regular meeting by ballot.
- 2) This un-expired term does not constitute a full term of office.

B. Monthly Meetings other than the Annual Meeting

- 1) Elections at a regular monthly meeting shall take place only when an Officer of the Department resigns, is dismissed or passes away OR when a member is willing to run for a position that has been left open, for whatever reason.
- 2) In the case of an Officer of the Department resigning, being dismissed or passing away, the Election Board Chairperson shall accept qualified nominee(s) from the floor. After which time the nominations shall be declared closed. This shall take place at the same meeting that the Officer's situation was announced. There shall be an election for the position held at the following Monthly Meeting of the Department.
- 3) In the case of a member being willing to fill a position that has been left open, the Election Board Chairperson shall call for and accept with a second, the names(s) of a qualified nominee(s) from the floor. An election shall then take place during that meeting.
- 4) The election procedures spelled out in Article IX. D, E, F, G, and H shall be followed in both cases.

ARTICLE X

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, Nominating, Disciplinary, Bylaw, Fund Drive and Finance and Audit Committees. Other committees may be established at the discretion of the members.

3. Appointments

A. Unless otherwise noted herein, the President shall appoint members to each committee at the first meeting of the year or soon thereafter. Each committee shall have at least two (2) members.

1) Membership Committee

The Membership Committee shall consist of the Chief or his designee who shall be a chief, the President or the Vice-President as appointed by the President, and a director of the Department appointed by the President. The Chief (or his designee) shall chair the committee.

2) Nominating Committee

Refer to ARTICLE IX, Election Procedure; 1. Annual; B Nominating Committee;

3) Disciplinary Committee

a. Disciplinary Committee shall consist of the President or Vice-President, a chief officer (as determined by the Chief) and a member of the Board of Directors, as determined by the President.

b. It shall be the duty of the Disciplinary Committee to investigate the charges and events pertaining to the charges. To seek out all parties involved, seek out witnesses, and determine innocence or guilt of the accused member.

4) Bylaw Committee

Refer to ARTICLE XIV, Amendments; 3. Nominating Committee; Members of the Bylaw committee

5) Fund Drive

a. The Fund Drive Committee is responsible for all aspects of the Department's annual fund drive.

b. The Committee's final report shall include an itemization of all expenses.

ARTICLE X

Agents, Representatives and Committees; Appointments (continued)

6) Operating Procedures Committee

- a. The Operating Procedure Committee shall be responsible for defining the General Operating Procedures, job descriptions and committee responsibilities for the Department pending Department approval of these definitions and descriptions.
- b. The Committee shall consist of four (4) rotating members and the Vice President.
- c. The Chairman of the Operating Procedures Committee shall be chosen by the Committee at their first meeting
- d. The senior member of the Committee shall be relieved of his/her responsibilities at the January meeting and a new member appointed with the approval of the Department by a majority hand vote.
- e. The Committee shall submit a written report at the December monthly meeting.

7) Finance & Audit Committee

This Committee shall be appointed by the Board of Directors, and shall consist of at least three (3) Active Full and / or Social Members. The Committee shall audit the books as often as the Board of Directors deems necessary, but no less than every other month. The books are to be audited and certified by the committee at least once a year before the annual election. A board member, who shall not have check signing authority for the Department, shall chair this committee and the Treasurer shall be a member thereof. The Committee shall complete the following tasks at least monthly and report that the same has been accomplished at the next Board meeting:

- a. Review all bank account statements to ensure that no checks were improperly written;
- b. Ensure that any person making a donation received a letter thanking them for donating a specific amount of funds;
- c. 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;
- d. Ensure that sales tax was withheld for all exempt purchases and not paid whenever reasonably avoidable as determined by the Board;
- e. Ensure that all checks match to receipts, bills, vouchers or other proof of expenditures.

ARTICLE X

Agents, Representatives and Committees (continued)

4. 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 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 filling 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.

5. 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.

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

7. 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 XI

Department Ethics Guidelines

1. Code Of Ethics

A. Declaration of policy and purpose

- 1) 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.
- 2) 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
- 3) 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.

B. Definitions

- 1) "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.
- 2) A prohibited gift, as addressed by this policy, shall include a gift of more than \$50.00 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 \$50.00 for any one occasion and \$100.00 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. A loan made on terms that is commercially reasonable and not more favorable than loans made in the ordinary course of business.
 - b. Any gift regardless of value from a family member.
 - c. 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 Department, another fire department or ambulance service or this Department for service as a Department member, director or officer.
 - d. Honorary degrees.
 - e. A meal, ticket, beverages, and lodging costing less than or equal to \$50.00, but only if the total of all such gifts from a particular person or business does not exceed \$100.00 in one year.
- 3) "Financial benefits" include promotions, commissions, rewards, raises and direct compensation.
 - 4) 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.
 - 5) 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.

ARTICLE XI

Department Ethics Guidelines; Definitions (continued)

- 6) "Officers" shall include executive/civil and line officers.
- 7) "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.

C. Principles of the Department

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

- 1) 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;
- 2) 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
- 3) 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;
- 4) 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;
- 5) 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;
- 6) Department members, directors and officers shall not accept a gift, as defined above, from any person or business which has any pending business 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.
- 7) Department members shall comply with the Department's "Prohibition of Financial Interests" policy.

ARTICLE XI

Department Ethics Guidelines (continued)

2. Prohibition OF Financial Interests

A. Application of Policy

- 1) This policy shall regulate the conduct of members, directors and executive and officers. It shall apply to such person's financial and business interests.
- 2) Persons regulated by this policy shall be deemed to have an interest in a contract or business of:
 - a. His or her spouse, minor children and dependents;
 - b. A firm, partnership or association of which such individual is a partner, member or employee
 - c. A Department of which such individual is an officer, director or employee; and
 - d. A Department, 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
- 3) 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.

B. Prohibitions

- 1) No interested member, director or officer of the Department may:
 - a. Vote or speak on any matter in which he has any interest, financial or otherwise, direct or indirect;
 - b. Vote to do business with any entity in which he has a prohibited interest;
 - c. 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
 - d. Represent a client before the Department or appear before the Department on behalf of a client;
 - e. Express an opinion on any matter in which such person has a prohibited or conflict of interest.

ARTICLE XI

Department Ethics Guidelines (continued)

C. Required conduct upon conflict arising

- 1) 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.
- 2) 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.
- 3) 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.
- 4) 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.
- 5) 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. Every new member, director or officer must execute forms acknowledging this policy. This policy shall be reviewed at least annually with every member, director and officer
- 6) 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
- 7) Members, directors and officers must exercise their duties and responsibilities in the public interest of the inhabitants of the municipality(s) served.

ARTICLE XI

Department Ethics Guidelines (continued)

A sample 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 XII

Prohibition against Sharing in Corporate Earnings

1. Department Members

- A. 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.
- B. 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.
- C. 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 Department 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.
- D. Any such assets not to disposed of shall be disposed of by a court of competent jurisdiction of the County of Monroe, State of New York, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

Indemnification

1. Provisions

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

- A. 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 Department 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 interstate, 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.
- B. 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 interstate, 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 Department 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 he 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.
- C. 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.
- D. 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.
- E. 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 XIV

Amendments

1. Amended, Altered or Repealed
 - A. Proposed amendments must be submitted, in writing, to the President.
 - B. Proposed amendments must be signed by at least two members in good standing.
 - C. The By Law committee may then call for a meeting with the originators of the proposed amendment.
 - D. The President shall then present the proposed amendment to the membership at the next Monthly Meeting.
 - E. The proposed amendment shall then be tabled until the next Monthly Meeting, where a vote shall be taken.
 - F. During the time, which the proposed amendment is being tabled, it shall be posted on the Firehouse bulletin boards within 5 days of the meeting where announced.
 - G. If deemed necessary by the Membership, the President, and or the Bylaw Committee, the adopted amendment(s) shall be sent to the Department lawyer, for review.

2. Voting
 - A. Proposed amendments to the Bylaws shall be voted upon by ballot vote only.
 - B. Proposed amendments to the Bylaws must receive a two-thirds (66.7%) majority approval of the ballots cast (rounded up to a whole number) by the members present, to be adopted.

3. Members of the Bylaw committee shall be:
 - A. The Chairperson of the Board of Directors, committee chairperson
 - B. The Chief or his delegate.
 - C. The President (if not Chairperson of the Board of Directors).
 - D. Two (2) or three (3) members in good standing to be appointed by the President, for a total of 5 members.

4. Responsibilities of the Bylaw committee:
 - A. Shall periodically review the Constitution and Bylaws to insure they are current and up to date.
 - B. Shall review the proposed amendments with members to clarify the intent and assure proper format.
 - C. It shall not be the responsibility of the committee to judge the proposed amendments.

ARTICLE XV

Investments

1. 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 XVI

No suspension or waiver of Bylaws

1. 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 XVII

Bylaw Adoption

1. These bylaws shall becoming effective when adopted.

ADDENDUMS / CHANGES

Date

Change Description

05-07-12

Article IV Item 7 Probationary Period

Add: 7. H

At any time prior to a Member's one (1) year anniversary date, membership can be terminated by a majority vote of the Chiefs and Line Officers, and Board of Directors, in attendance at a meeting of that group, with no less than a majority of the filled positions in attendance. This can be done without a hearing for any reason deemed appropriate by either the Chiefs or Board of Directors. This decision shall be final and binding and there shall be no appeal.

05-07-12

Article IV Membership Section 19 Termination of Active Membership and Removal of Member

19. B. Termination and Suspensions up to one year

Add: 19. B. 3) Termination during first year

At any time prior to a Member's one (1) year anniversary date, membership can be terminated by a majority vote of the Chiefs and Line Officers, and Board of Directors, in attendance at a meeting of that group, with no less than a majority of the filled positions in attendance. This can be done without a hearing for any reason deemed appropriate by either the Chiefs or Board of Directors. This decision shall be final and binding and there shall be no appeal.

WEBSTER VOLUNTEER FIRE DEPARTMENT, INC.

END OF BYLAWS

