

**Williamsport Volunteer Fire and Emergency
Medical Services, Inc.**

NEW / APPROVED BYLAWS AS OF 11/21/07

Bylaws of the Corporation

Said By-Laws having been amended on September 17, 2007

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**Williamsport Volunteer Fire and Emergency Medical Services,
Inc.**

Bylaws of the Corporation

**Article I
Organization and Function**

Section 1: Name

The name of this organization shall be the Williamsport Volunteer Fire and Emergency Medical Services, Inc., hereinafter referred to as “the Company.”

Section 2: Function

The organization shall provide fire, rescue and emergency medical services to the citizens in an area defined by the Washington County Volunteer Fire & Rescue Association Boundary Committee the Board of County Commissioners for Washington County and shall provide necessary mutual aid as requested.

**Article II
Non-discrimination and Gender**

Section 1: Non-discrimination

The Company shall not, in any manner, take action that discriminates against a member of the Company, a prospective member of the Company, an employee, a prospective employee, a supplier or a member of the community due to race, gender, creed, religious beliefs, national origin, sexual orientation or disability.

Section 2: Equal Employment Opportunity

The Company shall at all times ensure that it meets the federal and state standards required of an Equal Employment Opportunity Employer.

Section 3: Gender

Wherever the context requires, all words contained in these Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Article III Membership

Section 1: Eligibility

Any person, sixteen (16) years of age or older, shall be eligible for probationary membership in the Company, provided however, that the candidates have not been expelled from any other company and that for candidates between the ages of sixteen (16) and eighteen (18), it shall be a condition of eligibility for membership that they have the written consent of their parents or guardians under the terms and conditions established by the Company.

And for the Junior Members, any person, ten (10) years of age through the age of fifteen (15), shall be eligible for probationary membership in the Company, provided however, it shall be a condition of eligibility of membership that they have written consent of their parents or guardians under the terms and conditions established by the Company.

As it pertains to training and qualifications, the candidate shall be required to successfully complete all required Fire or EMS training as stated per the Standard Operating Guidelines (SOGs).

Section 2: Classifications

The members of the Company shall consist of:

- A. Probationary
- B. Active
- C. Associate
- D. Junior
- E. Lifetime

Section 3: Probationary Members

- A. All persons admitted to membership in the Company after their eighteenth (18th) birthday shall be on probationary status for a period of one year or until action of the Board of Directors, whichever is less. At the end of the probationary period, the Company, by a majority vote of the voting members present, shall admit these members to full membership or take such action as the Company deems advisable.
- B. Members between the ages of sixteen (16) and eighteen (18) shall be eligible for extended probationary membership in the Company. All persons admitted to membership in the Company before their eighteenth (18th) birthday shall be on probationary status until the next meeting after their eighteenth (18th) birthday. At the end of the probationary period, the Company, by a majority vote of the voting members present, shall admit these members to full membership or take such action as the Company deems advisable.
- C. Their participation in fire operations, EMS operations, work details, training, fund raising, and other activities of

the Company shall be determined and governed by rules, regulations, directives and orders issued by the Board of Directors. No member under the age of eighteen (18) shall perform any functions for the Company other than those prescribed in the aforementioned regulations, directives and orders.

- D. All active Probationary Members are required to attend meetings of the Company regularly; to attend all possible emergency calls; to take active part in all possible Company training, work details, and fund raising activities of the Company; and to pay dues that become payable. No Probationary Member shall be entitled to hold any Company office or have a vote on Company business.
- E. Probationary period counts toward years active in the company as long as thirty (30) LOSAP points have been maintained.

Section 4: Active Members

- A. Active membership is used for those members meeting active LOSAP of at least fifty (50) points.
- B. All Active Members are required to attend three (3) meetings of the Company regularly; to attend all emergency calls possible (if applicable); to pay annual dues that become payable; to take an active part in all possible training, work details and fund raising activities of the Company.
- C. Upon severance of membership, all property of the Company in the possession of the member shall immediately be delivered to the Chief. No member shall remove property of the Company from the premises, either without first obtaining the consent of the Chief, or in accordance with action taken at a meeting of the Company.

Section 5: Associate

- A. Associate Membership is used for those members meeting active LOSAP of at a minimum of fifteen (15) points.
- B. Associate membership may be conferred by a majority vote of the voting members present at any regular meeting of the Company, upon any person whose special abilities or skills may be considered beneficial to the Company but who is unable to by reason of physical disability or occupational obligations to perform all of the duties of an Active Member.
- C. Associate Members shall have all the rights except voting of an Active Member, including the payment of dues that become payable, except that participation of Associate Members in emergency operations shall be determined and governed by the Chief.

Section 6: Junior Members

- A. Active Membership is used for those members meeting active LOSAP of at a minimum of fifteen (15) points.
- B. Members between the ages of ten (10) and fifteen (15) shall be eligible to apply for Junior membership.
- C. All Junior Members are required to attend meetings of the Junior Company regularly; to pay annual dues that become payable; to take an active part in all possible training, work details and fund raising activities of the Company.
- D. At the end of Junior membership age, the Company, by a majority vote of the voting members present, shall admit this member to Probationary membership or take such action as the Company deems advisable.

- E. Their participation in work details, training, fund raising, and other activities of the Junior Company shall be determined and governed by rules, regulations, directives and orders issued by the Junior Coordinator.

Section 7: Life Members

A person who otherwise qualifies as a member may become a Life Member by meeting one of the following criteria:

- A. Payment of Company dues for a period of fifteen (15) years of Service from the time of Active Company membership status.
- B. Life membership may also be awarded to a member through the recommendation of the Board of Directors, with the approval of the voting Company membership, for exemplary Company service or to any deserving person disabled or seriously injured in the line of duty.
- C. Life Members shall maintain twenty-five (25) LOSAP points and attend at least three (3) Membership Meetings in order to retain their Voting Rights.

Section 8: Application for Membership

- A. Application for membership shall be filed with the Membership Committee, with payment of a three dollar (\$3.00) application fee and two dollar (\$2.00) membership dues. Prior to the next regular meeting, the Membership Committee shall make background investigations and interview the persons whose applications have been referred for consideration. At the next membership meeting, the Membership Committee shall give its recommendations to the membership on pending applications; and the membership, by majority vote, shall act upon such applications.

- B. The applicant shall be notified in writing concerning the results of the election within five (5) days by the Secretary.
- C. An Application for Junior Membership shall serve through Senior Membership and shall not require the resubmission of an application.

Section 9: Waiver of Active Membership Requirements

- A. Any member serving in the active services of the Armed Forces of the United States shall be carried on the rolls in their present status at the time of induction into the Armed Forces.
- B. Any member who is a full time student at an accredited institution of higher learning and residing outside our first response area as a result of this enrollment shall be carried on the rolls in their present status until they are no longer so occupied.
- C. Any member wanting to apply for leave, shall submit a letter to the Secretary which shall be approved by the President and/or Chief.

Section 10: Dues

- A. Annual dues of two dollars (\$2.00) shall be paid by each adult member to the Secretary of the Company. Each member shall be responsible for the payment of dues for the ensuing calendar year on or before the 10th of January for the ensuing year.
- B. Annual dues for sixteen (16) to eighteen (18) year old probationary members shall be two dollars (\$2.00) payable at the same time as adult member dues.
- C. Annual dues for junior members shall be two dollars (\$2.00) payable at the same time as adult member dues.

- D. The Secretary shall report to the Chief the names of any members whose dues become past due. These members shall be removed from the roster and required to reapply for Membership.
- E. Members serving in the Armed Forces of the United States shall be exempt from the payment of dues.
- F. Life Members shall be exempt from the payment of dues.

Section 11: Voting

- A. Unless otherwise provided in these Bylaws, all matters coming before the Company shall be decided by a majority of the votes cast by the voting members present at any regular, annual or special meeting of the Company.
- B. Unless otherwise provide in these Bylaws, all matters coming before the Board of Directors shall be decided by a majority of the votes cast by the Board of Directors.
- C. Any vote that results in a tie vote shall be decided by the vote of the President or the Chair acting in his stead.
- D. Only Members with fifty (50) LOSAP points for the previous calendar year are eligible to vote on company business.
- E. Only Lifetime Members with twenty-five (25) LOSAP points and attendance to at least three (3) Membership Meetings for the previous calendar year are eligible to vote on company business.

Section 12: Banquet Attendance Eligibility

Those members meeting the required criteria, as set forth below, have the eligibility of attending the Annual Banquet with one (1) guest:

- A. Active Members obtaining at least fifty (50) LOSAP points for the prior year; or

B. Life Members obtaining at least twenty-five (25) LOSAP points and attendance to at least three (3) Membership Meetings for the prior year.

Article IV Meetings

Section 1: Regular Meetings

The regular meetings of the Company shall be held on the third Monday of each month, beginning at 7:00 PM, unless special provisions have been made at a previous meeting, and this change being approved by a majority of the active members present and posted on the Company bulletin board at least three (3) days prior to the meeting in question. Except that when such day shall fall on a national holiday or conflict with a major Company event, the meeting shall be held on the following Monday, at the same time.

Section 2: Annual Meetings

The Annual Meetings of the Company shall be held on the third Monday in December, beginning at 7:00 PM, except that when such day shall fall on a national holiday or conflict with a major Company event, the meeting shall be held on the following Monday, at the same time.

Section 3: Special Meetings

Special meetings of the Company may be called by the President or upon written application to the Secretary, signed by at least ten (10) voting members. The application shall state the purpose for which the meeting is petitioned. Notification for the special meeting shall be delivered via electronic notification with every available means and written posting within the station. The

only business to be conducted at a special meeting is the business for which the meeting is called.

Section 4: Quorum

Fifteen (15) voting members shall constitute a quorum for the transaction of business at any meeting.

Section 5: Order of Business

Except at special meetings, the order of business shall be as follows:

- A. call to order;
- B. opening prayer and Pledge of Allegiance;
- C. roll call;
- D. assignment of riding crews for meeting;
- E. reading of minutes of the previous membership meeting and action thereon;
- F. reading of minutes of the previous Board of Directors meeting and action thereon;
- G. Treasurer's report and action thereon;
- H. Chief's report and action thereon;
- I. Engineer's report and action thereon;
- J. Assistant Fire Chief's report and action thereon;
- K. Assistant EMS Chief's report and action thereon;
- L. County Association report;
- M. EMS Committee report;
- N. Chief's Committee report;
- O. reports of committees;
- P. reading of communications;
- Q. presentation of bills and action thereon;
- R. unfinished business;
- S. new business;
- T. remarks for the good of the Company;
- U. adjournment.

The agenda shall be posted on the Company bulletin board and/or the Company Website at least one (1) week prior to the meeting for Membership to review.

Article V Parliamentary Authority

The rules contained in the latest version of Robert's Rules of Order shall govern procedure in all cases to which such rules are applicable, and in which such rules are not inconsistent with these Bylaws or the special rules of this Company.

Article VI Elected and Appointed Officers

Section 1: Elected and Appointed Officers

Elected officers of the Company shall be the President, Vice President, Secretary, Financial Coordinator, Building & Ground Superintendent, Public Relations & Financial Planner, Chief, Assistant Fire Chief and Assistant EMS Chief. These elected officers shall hold office for two (2) years or until their successors have been duly qualified and elected. Group A positions shall be elected on even years and Group B positions shall be elected on odd years.

Group A

President
Secretary
Public Relations &
Financial Planner
Assistant Fire Chief

Group B

Vice President
Financial Coordinator
Building & Grounds
Superintendent
Chief
Assistant EMS Chief

(*Please note, for the 2008 election year, all positions shall be up for election.)

Appointed officers of the Company shall be the Fire Captain, Rescue Captain, EMS Captain(s), Fire Lieutenants, Rescue Lieutenants, EMS Lieutenants, Chaplain and Engineer. These officers shall be appointed and serve as provided in this Article, below.

Section 2: Qualifications of Officers

Before being eligible for any elected or appointed position, members shall be required to meet the following minimum qualifications:

A. Administrative Officers:

1. The President shall have been a voting member of the Company for the preceding two (2) consecutive years, shall have satisfactory service as an administrative officer of the Company for at least two (2) years and shall be at least twenty-five (25) years of age.
2. The Vice President shall have been a voting member of the Company for the preceding two (2) consecutive years and shall be at least twenty-five (25) years of age.
3. The Secretary shall have been a voting member of the Company for the preceding two (2) consecutive years and shall be at least twenty-five (25) years of age.
4. The Financial Coordinator shall have been a voting member of the Company for the preceding two (2) consecutive years and shall be at least twenty-five (25) years of age.

5. The Building & Ground Superintendent shall have been a voting member of the Company for the preceding two (2) consecutive years and shall be at least twenty-five (25) years of age.
6. The Public Relations & Financial Planner shall have been a voting member of the Company the preceding two (2) consecutive years and shall be at least twenty-five (25) years of age.
7. The Chaplain shall have been a voting member of the Company for the preceding one (1) year.

B. Operations Officers:

1. The Chief shall have satisfactory service as an operational officer of the Company for at least two (2) years, shall be at least twenty-five (25) years of age, shall have been an active member of the Company for the five (5) preceding years, shall have residence within five (5) radius miles of the station and shall meet the current Washington County Volunteer Fire and Rescue Association Officers standard.
2. The Assistance Fire or EMS Chief shall have satisfactory service as an operational officer of the Company for at least two (2) years, shall be at least twenty-five (25) years of age, shall have been an active member of the Company for the preceding five (5) years, shall have residence within five (5) radius miles of the station and shall meet the current Washington County Volunteer Fire and Rescue Association Officers standard.
3. The Engineer shall have been an active member of the Company for the preceding two (2) years, shall be at least twenty-one (21) years of age and shall have the qualifications required to operate all equipment.

4. The Captain(s) shall have been an active member of the Company for the preceding three (3) years, shall be at least twenty-one (21) years of age and shall meet the current Washington County Volunteer Fire and Rescue Association Officers standard.
5. Lieutenant(s) shall have been active members of the Company for the preceding three (3) years, shall be at least twenty-one (21) years of age, and shall meet the current Washington County Volunteer Fire and Rescue Association Officers standard.
6. Appointed drivers shall be at least eighteen (18) years of age, must meet all requirements as stated by the Company's Driver Committee, shall meet the current Washington County Volunteer Fire and Rescue Association standard for vehicle operation and possess a valid driver's license based upon the individual's DMV state requirements for the proper weight classifications for the vehicle being driven. In addition, must meet the appropriate licensing for the Class of Vehicle being driven. These requirements shall pertain to both Volunteer Members and Career Staffing.

Section 3: Duties of Officers

A. President

The President shall

1. preside at meetings of the Company and the Board of Directors,
2. furnish a bond in the amount of one hundred fifty thousand dollars (\$150,000), such bond to be reviewed annually by the Board of Directors and filed with the Secretary before the President shall assume office, and the cost of such bond to be paid by the Company;

3. sign on behalf of the Company all necessary papers authorized by the Company and/or the Board of Directors;
4. call special meetings at his discretion, and if needed, may cast a deciding vote in the event of a tie vote in all meetings of the Company and the Board of Directors;
5. be an ex-officio member of all committees and be the Chairperson of the Board of Directors and shall perform such other duties as may from time to time be assigned by the Board of Directors or by vote of the Company;
6. with the assistance of the Vice President, have the responsibility of making administrative appointments when there are vacancies;
7. must attend six (6) Membership Meetings; six (6) Board of Director Meetings and Fundraising activities when available; and
8. appoint all delegates and/or alternates to the Washington County Volunteer Fire and Rescue Association of Maryland and the Maryland State Firemen's Association.

B. Vice President:

The Vice President shall

1. assume the duties of the President during the President's absence or his inability to act;
2. assist the President in the discharge of their official duties;
3. call Executive Committee Meetings. If not available at the time, such a meeting shall be called by the president;
4. preside at meetings of the Executive Committee, if absent, the President shall preside;
5. must attend six (6) Membership Meetings; six (6) Board of Director Meetings and Fundraising activities when available;
6. ensure that the Company is represented at all meetings of the Washington County Volunteer Fire and Rescue Association; and

7. perform such other duties as may be assigned by the Board of Directors and these Bylaws.

C. Secretary:

The Secretary shall

1. keep true and impartial minutes of the proceedings of the Company and the Board of Directors;
2. conduct such correspondence on behalf of the Company as from time to time may be directed by the Board of Directors;
3. shall be the custodian of the corporate seal;
4. collect all dues and post Membership Dues roster;
5. keep a record of attendance at all meetings;
6. at such meetings, or as soon thereafter as practicable, pay over to the Financial Coordinator all funds received;
7. assume the role of President and preside over meetings in the absence of the President and Vice President;
8. must attend six (6) Membership Meetings; six (6) Board of Director Meetings and Fundraising activities when available; and
9. perform such other duties as may be assigned by the Board of Directors and these Bylaws.

D. Financial Coordinator:

The Financial Coordinator shall

1. have general supervision of finances;
2. furnish bond in the sum of one hundred fifty thousand dollars (\$150,000), such bond to be approved by the Board of Directors and filed with the Secretary before the Financial Coordinator shall assume office, and the cost of such bond to be paid by the Company;
3. keep a correct written record of all funds received and disbursed for the Company and deposit all Company funds

- in an account or accounts in the name of the Company and provide such data and information to the accountant in order to keep records accurate;
4. make a report of all transactions at the regular meetings of the Company;
 5. receive all bills against the Company and present them at the next meeting;
 6. work with the accountant to keep the financial records of the Company so as to show receives and disbursements on a fiscal year basis, to conform to the July 1 to June 30 fiscal year of the Washington County (MD) Government;
 7. work with the accountant to prepare the budget as directed by the Board of Directors and file the Company's budget in the form and manner prescribed by the Washington County Volunteer Fire and Rescue Association of Maryland; said budget to be subject to the approval of the Company membership;
 8. at the end of each fiscal year, work with the accountant to prepare for distribution to the membership an annual report showing all receipts and disbursements, as well as prepare and present to the Board of Directors, in a timely fashion, all other financial documents to comply with federal, state and local reporting requirements;
 9. work with the accountant to submit the Company's financial records concerning monies derived for examinations and review to the Board of Directors;
 10. must attend six (6) Membership Meetings; six (6) Board of Director Meetings and Fundraising activities when available; and
 11. perform such other duties as may be assigned to him by the Board of Directors.

E. Buildings and Grounds Superintendent:

The Buildings and Grounds Superintendent shall

1. maintain real estate owned by the Company;
2. maintain all buildings owned by the Company;
3. appoint assistant(s) as Building and Grounds Superintendent deems necessary. In the absence of the Building and Grounds Superintendent, the first assistant is responsible;
4. procuring service and cleaning supplies to cover all duties;
5. participate in building modification planning;
6. shall conduct and complete annual inventory of all non-operational items;
7. must attend six (6) Membership Meetings; six (6) Board of Director Meetings and Fundraising activities when available; and
8. perform such other duties as may be assigned by the Board of Directors.

F. Public Relations and Financial Planner:

The Public Relations and Financial Planner shall:

1. oversee the Annual Fund Drive;
2. act as Public Relations for the Company in general;
3. organize fund raising projects;
4. along with the Financial Coordinator and accountant, coordinate the Company budget with the Department heads;
5. must attend six (6) Membership Meetings; six (6) Board of Director Meetings and Fundraising activities when available; and
6. perform such other duties as may be assigned by the Board of Directors.

G. Chief:

The Chief shall

1. have the authority and responsibility of the Company's operations at alarms, and have the responsibility to plan for and direct strategic operations of the Company;
2. under the direction of the Board of Directors, have command of the general operations and personnel of the Company, as well as make, issue and have authority to change such regulations regarding the operation as deemed necessary;
3. make a report at the regular meetings of all emergency calls occurring during the month preceding such meetings and file reports on all emergency calls;
4. shall submit an annual Operations Budget request during the annual budgeting meeting with the Board of Directors;
5. keep accurate records of all operations of the Company and make a report thereof at each regular meeting;
6. have the authority to define the duties of any operational officer, and in the absence of the Chief, the ranking officer will assume command until relieved by the Chief or a senior officer;
7. within one (1) month of taking office, shall post the duties and responsibilities of the operational officers;
8. with the assistance of the Assistant Chiefs, have the responsibility of making the following appointments, each of which is subject to the suggestions and recommendations of the Board of Directors at the first scheduled meeting of the newly elected board:
 - a. qualified drivers for the Company apparatus;
 - b. all Captains, Lieutenants and Engineer, the latter to be indexed by the Chief;
9. unless otherwise ordered by the Board of Directors, be the custodian of all property of the Company, and take

- inventory of all operational property and equipment at least once per year, make a report thereon at the Annual Meeting of the Company;
10. shall establish yearly revised and updated Standard Operating Guidelines (SOGs) to the membership as they pertain to the operations of the department;
 11. keep any other records required by Washington County or State of Maryland;
 12. shall fulfill at least six (6) duty shift requirements per month, at least (12) drills or trainings, shall attend six (6) Membership Meetings and attend Fundraising activities when available;
 13. perform such other duties as may from time to time be assigned by the Board of Directors; and
 14. hold a minimum of one (1) Line Officer Meetings per month.

H. Assistant Fire Chief:

The Assistant Fire Chief shall

1. act in the absence or inability of the Chief to act;
2. shall assist the Chief in the performance of his duties;
3. be responsible for the coordination of fire training activities;
4. respond to incidents when available;
5. shall fulfill at least six (6) duty shift requirements per month, at least twelve (12) drills or trainings, shall attend six (6) Membership Meetings, shall attend six (6) Line Officer Meetings and attend Fundraising activities when available; and
6. On-Scene Operational Responsibility shall be covered in the SOGs.

I. Assistant EMS Chief:

The Assistant EMS Chief shall

1. act in the absence or inability of the Chief to act;
2. shall assist the Chief in the performance of his duties;
3. be responsible for the coordination of EMS training activities;
4. respond to incidents when available;
5. shall fulfill at least six (6) duty shift requirements per month, at least twelve (12) drills or trainings, shall attend six (6) Membership Meetings shall attend six (6) Line Officer Meetings and attend Fundraising activities when available; and
6. On-Scene Operations Responsibility shall be covered in the SOGs.

J. Fire, Rescue and EMS Captains:

The Fire & Rescue and EMS Captains shall:

1. serve at the pleasure of the Chief and, as such, shall be subject to removal by the Board of Directors based on recommendation by the Chief;
2. shall fulfill at least six (6) duty shift requirements per month, at least twelve (12) drills or trainings, shall attend six (6) Membership Meetings, shall attend six (6) Line Officer Meetings and attend Fundraising activities when available; and
3. assist the Chief Officers in the performance of their duties.

K. Fire, Rescue and EMS Lieutenants:

The Fire & Rescue and EMS Lieutenants shall

1. serve at the pleasure of the Chief and, as such, shall be subject to removal by the Board of Directors based on recommendation by the Chief;

2. shall fulfill at least six (6) duty shift requirements per month, at least twelve (12) drills or trainings, shall attend six (6) Membership Meetings, shall attend six (6) Line Officer Meetings and attend Fundraising activities when available; and
3. assist the Chief Officers in the performance of their duties.

L. Engineer:

The Engineer shall

1. serve at the pleasure of the Chief and, as such, shall be subject to removal by the Board of Directors based on recommendation by the Chief;
2. see that equipment is maintained in operating condition at all times;
3. maintain the Apparatus Budget and working with vendors to ensure our state of readiness; and
4. give a report at the regular meetings of the Company on the condition of the Company's Equipment.

M. Chaplain:

The Chaplain shall

1. attend to all sick and injured members of the Company;
and
2. give spiritual aid, as needed.

Article VII
Board of Directors

Section 1: Composition

The Board of Directors shall consist of the President, Vice President, Secretary, Financial Coordinator, Building & Ground Superintendent, Public Relations & Financial Planner and Chief.

Section 2: Vested Authority

The administration, operation, business control and affairs of the Company shall be vested in the Board of Directors.

The President shall select a Legal Advisor, who shall be a practicing Attorney and a member of the Maryland Bar Association; to handle the type of problem that best suits the situation for legal advice.

Section 3: Meetings of the Board of Directors

The Board of Directors as a whole shall meet at least once per month on a date to be determined by the Board. Any member of the Board who has missed three (3) consecutive Board meetings or regular Membership Meetings without notifying the Secretary of the reason for their absence shall automatically be removed from his office.

Section 4: Special Meetings of the Board of Directors

Special meetings of the Board of Directors can be called at the discretion of the President or by the Secretary upon the request of three (3) or more Directors to consider any subject which by its nature cannot be deferred until the next regular meeting. After the call for a Special Meeting, the Secretary shall attempt to notify all members of the Board of Directors of such meeting.

Section 5: Board Minutes

The Secretary shall keep and record minutes of the transactions conducted by the Board of Directors, which minutes shall be discussed, as appropriate at the meeting of the Company next occurring after such Board meeting or meetings.

Section 6: Quorum

At all meetings of the Board of Directors, five (5) members shall constitute a quorum for the transaction of business. The act of a majority of the Directors at any meeting at which there is a quorum shall be an act of the Board of Directors, except as may otherwise be provided elsewhere in these Bylaws.

Section 7: Action of the Board of Directors

The action of the Board of Directors upon any matter within its jurisdiction or submitted to it as a result of action taken at a meeting of the Company shall be final. In the event that the Board of Directors shall neglect to take action upon any matter submitted to it by the Company, the matter may, by two-thirds vote of the voting members present at a Company meeting, be recalled from the Board of Directors and final action taken by the Company thereon, provided that a period of at least sixty (60) days has elapsed from the original date of the motion.

Section 8: Compliance with County Association Rules and Regulations

The Board of Directors shall have the responsibility to see that the Company is at all times in compliance with the rules and regulations adopted by the Washington County Volunteer Fire and Rescue Association of Maryland and the State of Maryland.

Section 9: Annual Review

The Board of Directors shall be responsible for causing an annual review of the Company's financial affairs. The review must be conducted by an outside accountant deemed to be competent to perform such a review.

Article VIII Executive Committee

Section 1: Composition

The Executive Committee shall consist of all Operational Officers and all Administrative Officers.

Section 2: Meetings of the Executive Committee

The Executive Committee as a whole shall meet at least two (2) times per year on a date to be determined by the Executive Committee.

Section 3: Committee Minutes

The Secretary shall keep and record minutes of the transactions of the Executive Committee, which minutes shall be read at the meeting of the Company next occurring after such Executive Committee meeting or meetings.

Section 4: Quorum

At all meetings of the Executive Committee, seven (7) members shall constitute a quorum for the transaction of business.

Section 5: Action of the Executive Committee

Any member of this Committee shall act as a liaison between the Members and the Company. All Committee Members are responsible for presenting to the Committee an accurate and correct report. If the situation or request cannot be resolved by the Members present, it shall be forwarded to Membership or possibly outside professional advice for disposition.

The Committee shall investigate rumors and correct them before they become problems.

The Committee shall act as qualifying Board to judge and investigate qualifications of members who wish to run for Office at the December Annual Meeting. Any Member wishing to run for Office should see a member of this Committee prior to the December Annual Meeting to assure proper time for qualification check.

Article IX Appointed Positions

Section 1: Appointed Positions

- A. Captains: As provided for in Article VI, Section 2 & 3 of these Bylaws.
- B. Lieutenants: As provided for in Article VI, Section 2 & 3 of these Bylaws.
- C. Engineer: As provided for in Article VI, Section 2 & 3 of these Bylaws.
- D. Chaplain: As provided for in Article VI, Section 3L.
- E. Legal Advisor: The legal Advisor shall be appointed by and serve at the pleasure of the Board of Directors, and shall sit in on any Board of Directors' meeting as required.
- F. Alternates and/or Delegates: shall be appointed by the President to represent the Company at:
 1. the meetings of the Washington County Volunteer Fire and Rescue Association of Maryland;
 2. at the Annual Convention of the Maryland State Firemen's Association.

Section 2: Duties of Alternates and/or Delegates

- A. Alternates and/or Delegates shall attend meetings as practicably possible for the group to which they are assigned.
- B. They shall vote as representatives of the Company and be bound by the Company's decision in any vote which they shall cast in matters pertinent to the position of the Company.
- C. They shall also render a report of the proceedings and their activities at the next regular meeting of the Company.

Article X Committees

Section 1: Appointment of Committees

The President or Chief shall have power from time to time to appoint standing and temporary committees to take charge of the various duties of the Company, except that no committees may be created to perform duties which are specifically charged to the Board of Directors or Officers by the Charter, these Bylaws or Bylaw, except committees composed of said Directors or Officers. The first person designated shall be the Committee Chair.

Section 2: Standing Committees

The following committees shall be standing committees of the Company:

- A. Fundraising/Auxiliary Committee;
- B. Bylaws Committee;
- C. Banquet Committee;
- D. Junior Fire Advisory Committee;
- E. Membership Committee;
- F. Driver's Committee;
- G. LOSAP Committee;
- H. Fire/EMS Reporting Committee.

I. Personnel Committee (Career Staffing)

Article XI Career Staffing System

The Company shall enjoy the privileges of a “career system” within the organization. The Company shall be considered a “combination” department.

Employment with the Company is “employment at will” whereas; a career staff member may be discharged from career status at anytime without explanation by direction of the Personnel Committee and/or Board of Directors.

Section 1: Personnel Committee

The Chief, Assistant EMS Chief and a Member at Large shall serve on the Personnel Committee of the Company.

Section 2: Roles and Responsibilities of the Personnel Committee

The Personnel Committee shall:

1. along with the direction of the Board of Directors, shall interview, hire and terminate personnel as needed;
2. shall conduct exit interviews;
3. conduct evaluations of all employees per every six (6) month period;
4. shall facilitate employee meetings and discuss issues;
5. shall keep the Board of Directors apprised of all activity.

Section 3: Career Staffing

Supplemental Career emergency services personnel employed are to enhance volunteer emergency services personnel during times when volunteers are not available.

Supervision shall be provided by the Personnel Committee or in their absence, an Operations Officer.

Career emergency services personnel shall perform their duties more specifically described within their Position Description and/or employee manual.

All career staff personnel shall abide by the Bylaws; Rules and Regulations; Policies and Procedures; and Standard Operating Guidelines of the Company.

Discrepancies and disciplinary concerns regarding the career staff shall be addressed to the Personnel Committee.

Article XII Nominations and Elections

Section 1: Eligibility for Office

Except as otherwise provided in this Article, eligibility of candidates for office shall be limited to voting members of the Company, who have not been suspended or placed on station probation during the qualification time for office and shall be in order and published in a prominent location, in the station, one (1) month prior to the Annual Meeting of the Company.

Section 2: Application to Office

Applications for Intent to Run for Office will be accepted by the Vice President up to the November membership meeting.

Section 3: Nominations from the Floor

Nominations will be accepted from the floor for all qualified persons submitting a letter of intent. Acceptance of the nomination may only be made for one office.

Section 4: Ballots and Voting

- A. Active and Lifetime Members must attend a total of three (3) Company Meetings and meet the LOSAP requirements prior to the December Annual membership meeting to be eligible to vote in the election.
- B. A written ballot, from voting members only, shall be taken.
- C. To be elected, candidates must receive a majority of the votes cast by the voting members present at the Annual Meeting of the Company.

Section 5: Vacancies

Vacancies occurring during the annual elections will be appointed by the President for administrative positions and the Chief for operational positions. Vacancies occurring by resignation, death or other means in any of the elected offices of the Company, except as otherwise provided in this Article, shall be

filled in the same manner provided for the original election at the next regular meeting or special meeting called for that purpose.

Section 6: One Office

No member shall be elected to more than one office of the Company at the same time.

Section 7: Exceptions to Minimum Qualifications

- A. Nominations of candidates for office shall be limited to voting members of the Company and shall be in order one (1) months prior to the Annual Meeting of the Company.
- B. In the event that no one who meets the minimum qualifications set forth in Article VI, Section 2, above, is willing to fulfill the duties of an office, nominations or appointments can be made from among any active or administrative personnel, provided that for Fire Officer positions, all training requirements specified in Article VI, Section 2 are met.

Section 8: Seniority of Formerly Inactive Members

Any member who has been placed on inactive status shall, after serving one (1) year as an active member, regain all seniority and time of service for the purposes of elections and holding office.

Section 9: Tie Ballot

A tie ballot shall be resolved by the President.

Section 10: Assumption of Office

Officials elected at the Annual Meeting of the Company shall take office on the first day of January following the election.

Article XIII

Disciplinary Action

Section 1: Charges

Should at any time charges in writing and signed by one member be handed to the President of the Company accusing any member having acted disorderly or doing any act which would reflect discredit upon or tend to injure the Company, the President shall turn over to the Board of Directors said accusation who shall investigate such charges. The Board, having made a complete investigation of the charges, shall report in writing at the next Company Meeting their findings and recommend the penalty to be imposed, to be accepted or rejected by the Membership. Before any expulsion can be applied the Officer must have a meeting with the Member and another Officer. The Board of Directors will not act on the charges until this meeting has taken place.

Section 2: Suspension

Any Officer has the right to suspend a Member immediately from one (1) to thirty (30) days when they bring discredit upon or tend to injure the Company Name or unjust harassment of any Member. All charges must be given to a Member of the Board of Directors within seven (7) days. Before any expulsion can be applied the Officer must have a meeting which includes the Member and another Officer. The Board of Directors will not act on the charges until the meeting has taken place.

Section 3: Immediate Expulsion

Any Member or Officer charged with a crime, seriousness of which may tend to injure the Company, by Federal, State or Local Judicial Authority shall be given an immediate Leave of Absence by the Board of Directors. Upon the conclusion of the legal proceedings, if a guilty verdict is rendered, that Member shall be given immediate expulsion from the Company.

Section 4: Voting on Expulsion

The Membership must vote by ballot on all recommended expulsions from the Board of Directors.

Article XIV Financial Operations

Section 1: Disposition, Encumbrance of Company Property

Neither the Board of Directors nor any officer of the Company shall have the right or the authority to purchase, sell or encumber by mortgage or otherwise, or make any other disposition of any real estate or apparatus, unless previously authorized by action of the Company.

Section 2: Banking Authority

All disbursements from bank accounts shall require the signatures of both President and Financial Coordinator when in excess of five thousand dollars (\$5,000).

Section 3: Supplies

When the procurement of supplies or services is required, which in the judgment of the Chief cannot be postponed until the next regular meeting of the Company, he shall have the authority to procure such supplies or services when the cost thereof does not

exceed two hundred dollars (\$200). He shall render a report at the next meeting of the Board of Directors of any indebtedness incurred under the provisions of this Section. In the event that the procurement of supplies and services involves payment in advance or upon delivery, the Chief shall certify in writing to the President the necessity thereof and such certification, upon the approval of the President, shall constitute an authority to issue the Company's check therefore.

Section 4: Emergency Apparatus Repairs

The Engineer shall have the authority to spend up to two thousand five hundred dollars (\$2,500) for emergency repairs as deemed necessary.

Article XV Miscellaneous Provisions

Section 1: Depository of Correspondence

No committee or officer of the Company shall send out any letter or other correspondence concerning the business of the Company until a copy thereof has been filed with the Secretary of the Company.

Section 2: Files and Records

Whenever a committee or officer of the Company has completed a transaction, the files and records concerning the transaction shall be immediately placed in the care of the appropriate Officer of the Company.

Section 3: House Rules, Uniform Regulations

All members shall abide by the rules of the house and uniform regulations of the Company, and they shall conduct themselves in a manner so as not to discredit the Company. House Rules would be reviewed and approved by the Board of Directors.

Article XVI

Adoption and Construction of, and Amendments to, the Bylaws or Charter

Section 1: Effective Date

These Bylaws shall become effective on the day of adoption by a majority of the voting members present at a regular meeting of the Company.

Section 2: Bylaws in Conflict with the Company Charter

Any Article or Section of these Bylaws conflicting with the Charter of the Williamsport Volunteer Fire and Emergency Medical Services, Inc., shall be null and void.

Section 3: Bylaw Headings

The headings used in these Bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms.

Section 4: Amendment Process

A resolution to change any or all of the Articles of the Charter or of these Bylaws, except Article XIV of these Bylaws, may be presented in writing by any voting member at a regular meeting of the Company, and it shall lay on the table until the next regular meeting, when it shall be discussed for amendments. The resolution and its amendments shall then continue to lay on the

table until the next regular meeting, when it shall be open to further amendments; and then it shall require a two-thirds vote of the voting members present to adopt.

Said By-Laws to be reviewed on an annual basis in order to determine the necessity for future amendments.

Section 5: Posting and Notice of Proposed Amendments

Notification for the proposed amendment shall be delivered via electronic notification with every available means and written posting within the station.

Article XVII Dissolution of the Company

To prevent the dissolution of this Company, ten (10) voting members desirous of its continuance may hold the property of the Company in trust. No proposition to alter, amend, expel or suspend this Article shall be entertained.