

**AMENDED AND RESTATED  
BYLAWS  
of  
The Lancaster County Firemen's Association of Pennsylvania  
(A Pennsylvania Nonstock, Nonprofit Corporation)**

**Article I**

**NAME AND PURPOSE**

Section 1-1 Name

The name of the corporation shall be "The Lancaster County Firemen's Association of Pennsylvania (the "**LCFA**") of Lancaster County, Pennsylvania.

Section 1-2 Purpose

The purpose of the LCFA is to instill and further the fraternal association of fellow emergency services personnel and to generally improve and coordinate the Lancaster County Emergency Services (the "**Emergency Services**") through comprehensive and continuous training and educational programs. We will accomplish this by building and maintaining an investment portfolio capable of funding our purpose through various fund-raising activities.

Section 1-3 Principles

Members shall recognize their duty to God and fellow man. They shall obey the laws of the Commonwealth of Pennsylvania, as well as the articles, bylaws and policies of the LCFA.

**Article II**

**OFFICES AND FISCAL YEAR**

Section 2-1 Principal Office

The principal office of the LCFA in the Commonwealth of Pennsylvania shall be at 630-632 East Oregon Road, Lititz, Lancaster County, Pennsylvania 17543, until a new principal office is established by the board of directors of the LCFA (the "**Board of Directors**") and notice thereof is filed with the Department of State.

Section 2-2 Other Offices

LCFA may also have offices at such other places within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time designate or as the business of LCFA may require.

Section 2-3 Fiscal Year

The fiscal year of the LCFA shall be from January 1<sup>st</sup> of each year to the last day of December each year.

**Article III**

**MEMBERSHIP & DELEGATE BODY**

Section 3-1 General

LCFA shall have the following five (5) classes of Members: Emergency Service Organization Member, Individual Member, Affiliate Member, Honorary Member and Life Member.

(a) Emergency Service Organization Member. Any Emergency Services organization shall be eligible for membership including, Fire, Rescue, Ambulance and Forest Fire Crews. Any Emergency Service Organization Member named above is a Member in good standing if it has paid its dues and submitted a membership renewal application, signed by its president and

secretary, by April 1st of each year. Member organizations shall have voting privileges as provided for in these bylaws. Any organization whose dues are not paid by due date will not be eligible to vote on any issue at the annual meeting of the LCFA (the “**Annual Meeting**”) or any other meeting. Member organizations that pay their dues after the April 1st deadline will have voting privileges restored following the Annual Meeting and/or after payment of dues.

(b) Individual Member. Any individual who is a Member in good standing of any Emergency Services organization that is eligible for membership in the LCFA, may submit an application for Individual Membership. An Individual Member must have been a Member of the LCFA for at least one (1) year before being eligible for any benefit. Benefits shall be prescribed by the LCFA. Individual Members shall pay dues as prescribed in these bylaws. No voting privileges will be afforded an individual Member.

(c) Affiliate Member. Any individual or organization not otherwise eligible for membership but who is interested in and supports the objectives and principles of the LCFA may apply for Affiliate Membership status. Affiliate Members shall include, but shall not be limited to, state, county or out of area emergency service organizations and their Members. Affiliate Members shall not be eligible to serve as officers of the LCFA (hereinafter, “**Officers**”) or Directors. Affiliate Members shall pay dues as prescribed in the by-laws. No voting privileges will be afforded an Affiliate Member.

(d) Honorary Member. Honorary Membership may be conferred on any person who has performed an outstanding service to the LCFA or an emergency service organization in general. Honorary Members shall not be eligible to serve as Officers or Directors of the LCFA and shall not be liable for the payment of dues. No voting privileges will be afforded an Honorary Member.

(e) Life Membership. Any individual member in good standing may be designated a Life Member by two-thirds affirmative vote of the Board of Directors. Life Members shall be exempt from the payment of dues and shall remain in the same Members status when originally designated a Life Member.

### Section 3-2 Delegates

Each Emergency Service Organization Member in good standing shall have the right to name one (1) of its members to serve as a delegate on the Delegate Body (“Delegates”). Each Emergency Service Organization Member shall name two (2) Alternate Delegates to the LCFA one of whom will be eligible to vote in the absence of a Delegate. Each Delegate shall serve at the pleasure of the Emergency Service Organization Member he or she represents, and until his or her successor shall have been named, and may be removed and replaced by such Emergency Service Organization Member at any time for any reason. If an Emergency Service Organization Member removes any of its Delegates, the president and secretary of such Member shall give written notice (on such Member’s letterhead) to the president or the secretary of the LCFA. All Delegates term of office shall be from the Annual Meeting held on the first Saturday in June until the next Annual Meeting is called to order. All Delegates will become Members of the LCFA and shall serve as liaison between the Emergency Service Organization Member and the LCFA. Delegates are encouraged to attend all meetings of the LCFA.

### Section 3-3 Voting Rights of Members

The Delegate Body shall vote on all actions for which approval of the Members of the LCFA are required under the articles of incorporation of the LCFA (the “**Articles**”), these bylaws or the Nonprofit Corporation Law of 1988. Each Delegate shall have one (1) vote on any matter presented for the approval of the Members. Elected Officers or Directors that also serve as Delegates shall only have one (1) vote in all matters. Except as otherwise provided in these bylaws, the acts at a duly organized meeting of Delegates present entitled to cast at least a majority of the votes which all Delegates present and voting are entitled to cast shall be the acts of the Delegates.

### Section 3-4 Powers of Delegate Body

In addition to all of the matters required by law or by other provisions of these bylaws to

be approved by the Members of the LCFA, the Delegate Body shall have the power to amend the Articles and these bylaws in accordance with the procedures set forth in Section 8-7 of these bylaws.

#### Section 3-5 Annual Meeting of Members

The Annual Meeting of the Members shall be held each year on the first Saturday in June at 9:00 A.M or at such other time and place as may be designated by the Board of Directors in order to transact such business as may be properly brought before such meeting.

#### Section 3-6 Meetings of Members

There shall be regular meetings of the Members as established by the Board of Directors. There shall be a quarterly meeting of the Members in the first month of each quarter of the calendar year at a date, time and place set forth by the board. The scheduling of meetings of the members shall be published by December 1<sup>st</sup> of the previous year.

#### Section 3-7 Conduct of Meetings

Any Member who shall, at any meeting, make use of improper language, misbehave in any manner, or refuse to follow the instructions of the President, shall be subject to suspension at any, or all, meetings of the LCFA.

#### Section 3-8 Special Meetings of Members.

The Secretary of the LCFA shall call a special meeting of the LCFA's Members if so directed by resolution of the Board of Directors. The notice of any special meeting shall state the time, place and purpose thereof. All Members and Delegates shall receive written notice of the special meetings postmarked at least ten (10) days prior to date of meeting. Notice of the meeting shall also be sent by electronic means on file with the LCFA.

#### Section 3-9 Revocation of Membership

Membership in the LCFA may be revoked for any violation of the Articles, these bylaws, or for any act detrimental to the welfare of the LCFA. The following procedures shall apply:

- (a) Recommendation for removal of a Member must be presented at a regularly scheduled meeting of the Board of Directors.
- (b) The board shall order the assembly of an investigation committee consisting of three (3) Directors, the President and the Secretary. The investigation committee shall investigate the charges filed against the Member and report its findings to the Board of Directors at the board's next regularly scheduled meeting.
- (c) Two-thirds (2/3) of all votes cast by the Directors present at the meeting shall be required to revoke a membership. The decision of the Directors is subject to appeal to the Members at the next regular meeting of the Members. Failure to appeal the decision at said meeting of the Members will render the vote final. Upon appeal, a quorum of Delegates representing two (2) or more Organizational Members is required to bring the issue to a vote. A two-thirds (2/3) majority of all votes cast is required to overturn the decision of the Board of Directors. During the appeal process, the Delegates representing the Member appealing the decision of the Directors shall not be eligible to vote.

#### Section 3-10 Membership Dues

The Board of Directors shall levy annual dues upon the Members in such amounts as may be determined by the board. Such dues shall be imposed upon all Members either alike or in different amounts or proportions. Membership dues shall be payable at such times and by such methods of collection as the Board of Directors may prescribe. The Board of Directors may make policies necessary to enforce the collection of dues, including provisions for termination of membership, upon reasonable notice, for nonpayment of such dues and for reinstatement of

membership. Unless the board provides otherwise in writing, the membership of any Member, other than an Emergency Service Organization Member, shall be revoked for non-payment of dues thirty (30) days after the due date; provided, however, an additional thirty (30) days grace period shall be extended after which the Member shall apply for a new membership in the regular manner, and be subject to the same conditions as new Members. Any organizational Member whose dues are not paid when due is not eligible to vote. If dues are more than one (1) year in arrears or the Member organization has withdrawn its Membership, the organization may be readmitted to Membership by paying the current annual organizational dues plus twenty-five dollars (\$25) and shall have no voting privileges for a period of one (1) year after date of readmission. All membership applications must be presented before the Board of Directors for recommendation at the next regular meeting of the LCFA. Membership dues for Emergency Service Organization Members and Individual Members shall be a reasonable amount approved from time to time by the Delegate Body; and, the current amount approved by the Delegate Body is an amount not to exceed the sum of twenty-five dollars (\$25).

#### Section 3-11 Quorum.

Unless otherwise provided in these bylaws, a quorum shall consist of the presence of the Delegates entitled to cast at least one-fifth (1/5) of the votes which all Delegates are entitled to cast on the matters to be acted upon at the meeting. All properly registered Delegates will be eligible to cast one vote on behalf of their Member organization and in their absence an alternate Delegate may cast the vote.

### **Article IV**

#### **BOARD OF DIRECTORS**

##### Section 4-1 Powers

Except for such powers as are reserved to the Members of the LCFA (the “**Members**”) pursuant to the Nonprofit Law of 1988, as amended, or as otherwise expressly provided in these bylaws, the Board of Directors shall be responsible for establishing policy and goals for the LCFA, and shall have full power to conduct, manage, and direct the business and affairs of the LCFA, and all powers of the LCFA are hereby granted to and vested in the Board of Directors.

##### Section 4-2 Numbers, Terms and Qualifications

The Board of Directors shall consist of twelve (12) individuals of majority age and a candidate for Director must have been an Individual Member or a Delegate of the LCFA for the twelve (12) months immediately preceding the month of the election. Directors shall be elected by the Delegates at the Annual meeting of Members. There shall be no more than two (2) Directors from the same Emergency Service Organization serving on the Board of Directors at any given time. There shall be three classes of Directors with four Directors in each class. Terms of office shall be staggered so that at each Annual Meeting one class of four (4) Directors shall be elected. The initial members of the Board of Directors and their respective class and term is set forth on Exhibit A attached hereto and incorporated herein by reference. After the first election cycle, Directors shall each be elected for three (3) year terms. The term for each Director shall begin immediately following the announcement of the election results. The President shall cast the tie-breaking ballot, if such a situation occurs, and he or she must hold his or her ballot until the results of the vote is announced. The President then announces the results of his or her ballot.

(a) Each Director elected by the Delegate Body shall serve until the Delegate Body elects his or her successor.

(b) If a Director desires to resign, he or she shall give written notice to the President or the Secretary. The resignation shall take effect on the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such shall not be necessary to make it effective.

(c) The Board of Directors shall have the authority to remove from office any

Director for failure to perform his or her duties for a period of three (3) consecutive months. The Director shall be notified at least seven (7) days prior to any meeting that might cause the action of removal. A two-third (2/3) majority vote of all Directors currently in office shall be required to remove any Director.

(d) Any vacancy or vacancies in the Board of Directors because of death, resignation, or removal may be filled by a majority vote of the remaining members of the Board of Directors though less than a quorum at any regular or special meeting. A Director appointed to fill the position of a vacancy due to death, resignation or removal shall be of the same class and serve for the remaining term of the Director whom he or she replaces.

#### Section 4-3 Annual Meetings

The Annual Meeting of the Board of Directors shall be held in the month of June after the Annual Meeting of the Members on such date and at such time as the board may fix. At said meeting, the Board of Directors shall fulfill the requirements of these bylaws and such other business as may properly be brought before the Board. The Board of Directors at their Annual Meeting shall elect Officers for the offices whose terms have expired. The Officers shall be elected by a majority vote of the Board of Directors.

#### Section 4-4 Regular Meetings

Regular meetings of the Board of Directors shall be held not less than once each month at such times and places as shall be designated annually by the Board. If the date fixed for any such regular meeting is a legal holiday, then the same shall be held on the next succeeding business day, or at such other time as may be determined by resolution of the Board of Directors. At such meetings, the Directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given.

#### Section 4-5 Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the President or by five (5) or more of the Directors. Directors shall receive written notice of the special meetings postmarked at least ten (10) days prior to date of meeting. Notice of the meeting may also be sent by electronic means on file with the LCFA. Every such notice shall state the date, time and place of the meeting. The business to be transacted at any special meeting of the board must be specified in the notice of the meeting.

#### Section 4-6 Quorum, Manner of Acting, and Adjournment

Except as otherwise provided in these bylaws, the presence of a majority of the Directors in office shall be necessary in order to constitute a quorum for the transaction of business at a meeting. Except as otherwise specified in the Articles or these bylaws, or provided by statute, the acts of a majority of all votes cast by Directors at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Except as otherwise provided by law, in the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only as a board and the individual Directors shall have no power as such, except that any action which may be taken at a meeting of the Directors may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the LCFA.

#### Section 4-7 Compensation

The Directors shall not be compensated for their services as such. Directors shall be reimbursed for actual expenditures incurred while acting on behalf of the LCFA upon presentation of receipts of such expenditures to the Treasurer.

#### Section 4-8 Organization

At every meeting of the Board of Directors, the President (or, in the case of a vacancy in the office or absence of the President, one of the following Officers present in the order stated: the Vice President of Finance, then the Vice President of Operations, if there be one shall preside, and the Secretary (or, in the absence of the Secretary, the Assistant Secretary, or in the absence of the Secretary and the Assistant Secretary, any person appointed by a majority of the Directors present) shall act as the Secretary.

#### Section 4-9 Proxy Votes

A Director who is unable to attend a meeting may, by written notice to the secretary, vote on any matter of business. If the written direction to the secretary is clear, the secretary may act as proxy for the absent Director pursuant to Section 5759 of the Pennsylvania Nonprofit Law of 1988 and may cast a vote on behalf of the absent Director, and such vote shall be treated as if the Director was present at the meeting and voted on such matter. Every proxy shall be filed with the Secretary.

### **Article V**

#### **NOTICE - WAIVERS - MEETINGS**

##### Section 5-1 Notice, What Constitutes

Whenever written notice is required to be given to any person under the provisions of the Articles, these bylaws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by facsimile transmission, to the address of the person (or to his or her facsimile number) appearing on the books of the LCFA for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited with the United States Postal Service or courier service for delivery to such person, or, in the case of facsimile transmission, when dispatched. A notice of a meeting shall specify the place, day, and hour of the meeting and such other information as may be required by the Articles, these bylaws, or the Nonprofit Corporation Law of 1988. Use of electronic mail shall be considered a secondary means of notification, and by itself, shall not satisfy the intent of this section.

##### Section 5-2 Waivers of Notice

Whenever any written notice is required to be given under the provisions of the Articles, these bylaws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

Attendance of a person, either in person or by proxy, at any meeting, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

##### Section 5-3 Conference Telephone Meetings

One or more persons may participate in a meeting of the Directors or of a committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 5-3 shall constitute presence in person at such meeting.

## Articles VI

### OFFICERS, EMPLOYEES AND COMMITTEES

#### Section 6-1 Numbers, Qualification and Designation

The Officers shall be a President, Vice President of Finance, Vice President of Operations, Secretary, Treasurer, Financial Secretary and such other Officers as may be appointed in accordance with the provisions of this Section and Section 6-5. No person may hold more than one Officer office. All Officers shall be natural persons of majority age, the Treasurer and the Financial Secretary may be a corporation or a natural person of majority age.

#### Section 6-2 Qualifications.

Each Officer must be a Member in good standing.

#### Section 6-3 Appointment and Term of Office

The Officers, except those appointed pursuant to Section 6-5 of this Article, shall be appointed annually by the Board of Directors at their Annual Meeting, and each such Officer shall hold office until the next Annual Meeting or until a successor shall have been duly chosen and qualified, or until his or her earlier death, resignation, or removal.

#### Section 6-4 Re-Appointment.

Any Officer may serve until such Officer's successor has been selected and qualified, or until his earlier death, resignation or removal.

#### Section 6-5 Other and Subordinate Officers

The Board of Directors may from time to time appoint such other Officers or other agents as the business of the LCFA may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the Board of Directors may from time to time determine. The term of these Officers or agents shall not exceed the term of the appointed Officers of the LCFA. Officers or agents appointed pursuant to this Section 6-5 shall not be entitled to vote on matters brought before the Board.

#### Section 6-6 Resignations

Any Officer or agent may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the LCFA. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 6-7 Removal

Any appointed Officer, committee or other agent of the LCFA may be removed, either with or without cause, by the Board of Directors or other authority which elected or appointed such Officer, committee, or other agent. The appointment of an Officer or employee or other agent shall not of itself create contract rights unless set forth in writing.

#### Section 6-8 Vacancies

A vacancy in any office due to death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors in accordance with Section 6-5 of this Article, and, if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

#### Section 6-9 General Powers

All Officers as between themselves and the LCFA shall have such authority and perform such duties in the management of the LCFA as may be provided by or pursuant to resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in the resolutions or orders of the Board of Directors, as may be determined by or pursuant to these bylaws.

#### Section 6-10 The President's Duties

The President shall be the chief operating officer and shall supervise the operation of the business of the LCFA and shall preside at all meetings of the Members and the Board of Directors and shall be an ex-officio Member of all committees. The President shall sign, execute, and acknowledge, in the name of the LCFA, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, to some other Officer or agent of the LCFA; and, in general, shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the Board of Directors. The President shall be bonded for such terms and amounts as shall be determined by the Board of Directors. The President should attend Emergency Service Organization Members' functions when invited or designate a representative in his or her absence.

#### Section 6-11 Vice Presidents' Duties

The Vice Presidents shall in the absence or disability of the President assume all duties, responsibilities and powers of that office and shall perform all other duties of such person's respective office as set forth in these bylaws or as directed by the Board of Directors. The Vice President of Finance shall also coordinate the activities of the Finance Committee, Nominating Committee, Membership Committee, Judges of Election, Annual Meeting Committee, and oversee all insurance of the Officers, committee bonds, investments and property. The Vice President of Operations shall coordinate the activities of all Firemen's Association employees, maintain all property of the association, Executive Committee, Fire Expo Committee, Fire School Operations Committee, Fire Safety Education Committee, Law and Legislative Committee and any other special committees appointed by the Board of Directors, and shall maintain the International Fire Service Training Association Manuals and LCFA publications.

#### Section 6-12 The Secretary's Duties

The Secretary shall attend all meetings of the Board of Directors and shall record all the votes of the Directors and the minutes of the meetings of the Board of Directors and of committees of the board in a book or books to be kept for that purpose; and shall see that notices are given and records and reports properly kept and filed by the LCFA as required by law; and, in general. The Secretary shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the Board of Directors or the president.

#### Section 6-13 The Treasurer's Duties

The Treasurer shall keep permanent records that track gross income, receipt and disbursements of the association, including the number of members and dues collected. These records should be available for inspection by an authorized representative of a Member organization. The Treasurer shall also: (a) chair the Finance Committee and prepare the budget for adoption by the LCFA, (b) receive all monies from the Financial Secretary or from other committees and volunteers counting monies received provide a receipt and deposit immediately all monies in the name of the LCFA at a bank approved by the Board and retain a copy of the deposit slip for any deposit made. (c) Pay all bills as authorized by the Board on receipt of payment authorization by the President or his/her designee by secure two (2) authorized signatures on all checks from any two (2) elected Officers (with the exception of the secretary or Officer by blood, marriage, or living in the same household), (d) keep an accurate record of receipts and disbursements in a ledger or financial software program, which is a permanent record of the LCFA (e) report expenditures to the membership as they relate to the budget adopted by the LCFA (f) prepare and present a Treasurer's Report at every Association and



Board meeting and at other times, if requested by the LCFA (g) be responsible for completing and forwarding all necessary reports required by Federal, State and local authorities for insurance and for filing all tax returns and other forms required by government agencies, (h) make an Annual Financial Report to the LCFA that includes gross receipts and disbursements for the year, (i) Maintain continuous and direct communication with the President regarding finances, (j) advise Board members of the status of the treasury and their individual budgets (k) keep the financial operations in conformity with Federal, State, and local requirements and mandates, and (l) become aware of deadlines (including postmark dates) for all financial transactions. The Treasurer shall be bonded by the LCFA. Treasurers are encouraged to attend continuing education seminars or classes regarding financial operation of non-profits entities. The Treasurer may be assisted with clerical duties by the clerical staff.

#### Section 6-14 The Financial Secretary's Duties

The Financial Secretary shall: (a) receive all monies received by and due to the LCFA, (b) provide a receipt for all monies received for the association and turn funds over to the treasurer for deposit in the LCFA's bank account, (c) keep an accurate record of all receipts and payment authorization for the Treasurer's financial records, (d) perform monthly bank reconciliation, (e) prepare and sign all payment authorizations as approved by the Board or the LCFA, and forward payment authorizations to the President or his/her designee for signature, (f) prepare and present a Financial Secretary's Report at Association and Board meetings and at other times when requested by the LCFA, which must include an accurate record of all receipts, deposits and authorizations for payment, (g) report all funds deposited to the Treasurer in the Annual Financial Report to the LCFA, and perform such other duties as may be delegated to the Financial Secretary by the President or Treasurer. The Financial Secretary may be assisted with clerical duties by the clerical staff. The Financial Secretary shall be bonded by the LCFA. Financial Secretaries are encouraged to attend continuing education seminars or classes regarding financial operation of non-profits entities. The Financial Secretary may delegate responsibilities to the corporation's certified public accountants.

#### Section 6-15 Committees

The Board shall establish an Executive Committee, Finance Committee, and a Nominating Committee. The Chairperson of each committee must also serve on the Board of Directors.

#### Section 6-16 Executive Committee

The Executive Committee shall consist of voting and non-voting members. The Board of Directors shall appoint at least three and no more than five Directors (at least one Director from each class) to serve as the voting members of the Executive Committee. The President and the Recording Secretary shall serve in an advisory capacity only, as non-voting members of the Executive Committee. of the President, Vice Presidents, Recording Secretary, Treasurer and the Financial Secretary of the LCFA. The Executive Committee may exercise all powers of the Board of Directors at all times when the Board is not in session. The Executive Committee will elect a chairperson, who shall be a Director. The Executive Committee shall retain an accountant for the purposes of auditing the Financial Records of the LCFA and filing of the necessary tax returns. The Executive Committee may also retain a solicitor for advice and counsel. The chairperson shall present a full report of all Executive Committee decisions to the Board of Directors at the next scheduled meeting of the board. At least three Directors serving on the Executive Committee must be present to constitute a quorum at any meeting of the Executive Committee. Meetings of the Executive Committee shall be monthly, or when called by the Secretary, at the request of the President or committee chairperson, or on petition of one-half of the members of the Executive Committee.

#### Section 6-17 Finance Committee

The Finance Committee shall consist of the Treasurer and such Directors as may be appointed by the Board of Directors. The maximum number of additional members of the Finance Committee shall be such number as the board shall, from time to time, determine. The additional members shall be elected by the board by vote of a majority of the Board and shall

hold office at the pleasure of the Board, or for such time as the Board shall designate. Vacancies may at any time be filled by a vote of a majority of the Board. The Finance Committee shall: (a) prepare the annual budget of the LCFA and present it to the board; (b) keep informed at all times of the financial status of the LCFA in relation to the budget; (c) keep adequate insurance coverage; (d) approve large budgetary and extraordinary expenditures; (e) review methods of financial reporting; (f) make recommendations as necessary concerning the selection of the LCFA's auditors; and (g) review and make recommendations concerning the financial statements of the LCFA. A majority of the Finance Committee members shall constitute a quorum at any meeting of the Finance Committee. Meetings of the Finance Committee shall be called by the Secretary, at the request of the Treasurer or any two (2) members of the Finance Committee.

#### Section 6-18 Nominating Committee

The Nominating Committee shall consist of the Executive Committee. Vacancies shall be filled by a vote of a majority of the Board of Directors. The Nominating Committee shall identify, interview, and recommend to the appropriate body individual Members qualified to serve as Directors. A majority of the Nominating Committee Members shall constitute a quorum at any meeting of the Nominating Committee. Meetings of the Nominating Committee shall be called by the Secretary, at the request of the committee chairperson or on petition of one-half of the members of the Nominating Committee. The Nominating Committee shall present their slate of nominees at the April meeting of the association. At the April meeting of the LCFA, the President may accept nominations from the floor for all elected positions of the LCFA provided that the potential nominee is present or any Members at the meeting has a letter of acceptance from the potential nominee.

#### Section 6-19 Judges of Election

In advance of any meeting of the Members, the Board of Directors may appoint judges of election, who shall consist of three (3) Members in good standing: one (1) judge, one (1) teller, and one (1) clerk. A member of the Executive Committee shall act as an observer to the Judges of Election. In case any Member appointed as a judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Directors in advance of convening the meeting. A secure ballot box shall be provided for all ballots. At the Annual Meeting, the President shall declare at what time the ballot box is closed and instruct the Judges of Election to tally the ballots.

#### Section 6-20 Other Committees

The Board may from time to time appoint such other committees as the Board determines to be appropriate. The Board shall determine the charters and purposes of all other committees which it establishes and shall appoint, and remove, all members thereof

#### Section 6-21 Committee Guidelines

All Committees of the LCFA shall appoint a Chairman of their respective committee. The Chairman shall notify all Members (including the President) of all meetings. A majority of the Members of the Committee at a meeting shall constitute a quorum. The Committee shall act on routine matters and make recommendations to the Board. Committee Chairmen shall be responsible for the function of the Committee and shall see that all current business is resolved promptly. All Committees shall receive approval of the Board prior to obligating the LCFA to any expenditure of funds. A budget allowance will be provided for all Committees having regular reoccurring expenses or other anticipated expenses. Any Committee that is authorized to conduct general business activities on behalf of the LCFA shall be allowed to collect and disburse funds related to its activity in accordance with policy established by the Board. The Committee Member, or Members handling the funds, will be bonded by the LCFA and shall make all records of the Committee available for audit on demand. All Committee members shall be Members of the LCFA and in good standing.

## Article VII

### LIABILITY AND INDEMNIFICATION

#### Section 7-1 Scope of Indemnification

(a) The LCFA shall indemnify an Indemnified Representative against any Liability incurred in connection with any Proceeding in which the Indemnified Representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an Indemnified Capacity, including, without limitation, Liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products Liability, except where such indemnification is expressly prohibited by applicable law; or, where the conduct of the Indemnified Representative has been finally determined:

(i) to constitute willful misconduct or recklessness within the meaning of Section 5746(b) of Title 15 of the Pennsylvania Statutes or any superseding provisions of law sufficient in the circumstance to bar indemnification against Liabilities arising from the conduct; or

(ii) to be based upon or attributable to the receipt by the Indemnified Representative from the LCFA of a personal benefit to which the Indemnified Representative is not legally entitled; or

(iii) to constitute Liability pursuant to any criminal statute; or

(iv) to constitute Liability for the payment of taxes pursuant to Federal, State or local law; or

(v) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 7.06 to be otherwise unlawful.

(b) If an Indemnified Representative is entitled to indemnification in respect of a portion, but not all, of any Liabilities to which such person may be subject, the LCFA shall indemnify such Indemnified Representative to the maximum extent for such portion of the Liabilities.

(c) The termination of a Proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the Indemnified Representative is not entitled to indemnification.

(d) For the purpose of this Article:

(i) "Indemnified Capacity" means any and all past, present and future services by an Indemnified Representative in one or more capacities as a Members, Director, Officer, or agent of the LCFA, or, at the request of the LCFA, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan of other entity or enterprise;

(ii) "Indemnified Representative" means any and all Members, Directors, Officers and committee members and any other person expressly designated as an Indemnified Representative by the Board of Directors of the LCFA (which may, but need not, include any person serving at the request of the LCFA, a director, officer, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(iii) "Liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorney's fees and disbursement); and

(iv) "Proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the LCFA or otherwise

involving LCFA, and its Officers, Directors, agents and employees.

#### Section 7-2 Proceedings Initiated by Indemnified Representatives

Notwithstanding any other provisions of this Article, the LCFA shall not indemnify an Indemnified Representative for any Liability incurred in a Proceeding initiated (which shall not be deemed to include counterclaims of affirmative defenses) or participated in as an intervener or amicus curiae by the person seeking indemnification unless such initiation of or participation in the Proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Directors in office who were not parties to the action or Proceeding. This Section 7-2 does not apply to reimbursement of expenses incurred in successfully prosecuting or defending the rights of an Indemnified Representative granted by or pursuant to this Article.

#### Section 7-3 Advancing Expenses

The LCFA shall pay the expenses (including attorney's fees and disbursements) incurred in good faith by an Indemnified Representative in advance of the final disposition of a Proceeding described in Section 7-1 or 7-2 upon the receipt of an undertaking by or on behalf of the Indemnified Representative to repay such amount if it shall ultimately be determined pursuant to Section 7-6 that such person is not entitled to be indemnified by the LCFA pursuant to this Article. The financial ability of an Indemnified Representative to repay an advance shall not be a prerequisite to the making of such advance.

#### Section 7-4 Securing of Indemnification Obligations

To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the LCFA may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant as security interest in any assets or properties of the LCFA, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, cost, terms and conditions shall be conclusive and shall not be subject to violability.

#### Section 7-5 Payment of Indemnification

An Indemnified Representative shall be entitled to indemnification within forty-five (45) days after a written request for indemnification has been delivered to the Secretary of the LCFA.

#### Section 7-6 Arbitration

Any dispute related to the right to indemnification or advancement of expenses as provided under this Article shall be decided only by arbitration in Lancaster County, Pennsylvania, in accordance with the commercial arbitration rules of the American Arbitration Association then in effect, before a panel of three (3) arbitrators, one of whom shall be selected by the LCFA, the second of whom shall be selected by the Indemnified Representative and the third of whom shall be selected by the other two (2) arbitrators. In absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, and one of the parties fails or refuses to select an arbitrator, or the arbitrators selected by the LCFA and the Indemnified Representative cannot agree on the selection of the third arbitrator within thirty (30) days after such time as the LCFA and the Indemnified Representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area. The party or parties challenging the right of an Indemnified Representative to the benefits of this Article shall have the burden of proof. The LCFA shall reimburse an Indemnified Representative for expenses (including attorney's fees and disbursements) incurred in successfully prosecuting or defending such arbitration. Any award entered by the arbitrator shall be final, binding and non-appealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the LCFA shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the Indemnified

Representative under Section 7-1(b) in a proceeding not directly involving indemnification under the Article. This arbitration provision shall be specifically enforceable.

#### Section 7-7 Contribution

If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any Liability or portion thereof, the LCFA shall contribute to the Liabilities to which the Indemnified Representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

#### Section 7-8 Discharge of Duty

An Indemnified Representative shall be deemed to have discharged such person's duty to the LCFA if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

- (a) one or more Officers or employees of the LCFA whom the Indemnified Representative reasonably believes to be reliable and competent with respect to the matter presented;
- (b) legal counsel, public accountants or other persons as to matters that the Indemnified Representative reasonably believes are within the person's professional or expert competence; or
- (c) a committee of the Board of Directors on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

#### Section 7-9 Mandatory Indemnification of Directors, Officers, Employees and Agents

To the extent that a Director, Officer, employee or agent of the LCFA has been successful on the merits or otherwise in defense of any Proceeding to which Section 5741 or Section 5742 of Title 15 of the Pennsylvania Statutes applies, or in defense of any claim, issues or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

#### Section 7-10 Contract Rights; Amendments or Repeal

All rights under this Article shall be deemed a contract between the LCFA and the Indemnified Representative pursuant to which the LCFA and each Indemnified Representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

#### Section 7-11 Scope of Article

The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of Members or disinterested Directors or otherwise, both as to action in an official capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an Indemnified Representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such person.

#### Section 7-12 Reliance on Provisions

Each person who shall act as an Indemnified Representative of the LCFA shall be deemed to be doing so in reliance upon the rights provided by this Article.

## Article VIII

### MISCELLANEOUS

#### Section 8-1 Checks

All checks, notes, bills of exchange, or other orders in writing shall be signed by such persons as the Board of Directors may from time to time designate.

#### Section 8-2 Contracts

Except as otherwise provided in these bylaws, the Board of Directors may authorize any Officer or Officers, or agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the LCFA, and such authority may be general or confined to specific instances.

#### Section 8-3 Deposits

All funds of the LCFA shall be deposited from time to time to the credit of the LCFA in such banks, trust companies, or other depositories as the board may approve or designate, and all such funds shall be withdrawn only upon checks signed by one or more Officers or employees as the Board of Directors shall from time to time determine.

#### Section 8-4 Annual Report

The Board of Directors shall direct the President and Treasurer to present at the Annual Meeting of the Members and the Board of Directors a report, verified by the President and Treasurer or by a majority of the Directors, that discusses the activities of the LCFA during the fiscal year then ended. The contents of the annual report shall be as required by Pennsylvania law or otherwise specified by the Board. The annual report shall be filed with the minutes of the Annual Meeting of the Members and the Board.

#### Section 8-5 Conflict of Interest

Any Member, Delegate, Director, Officer, employee, or committee member having a personal or business interest in a contract or other transaction presented to the Delegate Body, Board of Directors or a committee for authorization, approval, or ratification shall give prompt and full disclosure of his or her interest to the Delegate Body, Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote whether the disclosure shows that a conflict of interest exists or can be reasonably construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions. Such person may not be counted in determining the existence of a quorum at any meeting whether the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participating, and whether a quorum was present.

#### Section 8-6 References

All references in these Articles to Sections of the Internal Revenue Code shall be deemed to refer to Sections of the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any future tax code, and to all regulations issued under such Sections and provisions.

#### Section 8-7 Amendment of Governing Documents

The Delegate Body shall propose any amendment to these bylaws or the Articles as follows:

- (a) Amendments to the Articles or these bylaws must be proposed in writing to the

Board of Directors for review. The proposal must be signed by an authorized individual on behalf of at least seven (7) current Member organizations in good standing. A contact person, including his or her address and telephone number, shall be designated by the group presenting the proposal. If the Board of Directors determines the proposal to amend the Articles or these Bylaws is valid, the Board will submit the proposal to a law firm that they shall choose for review.

(b) The proposed amendments shall then be read at three (3) consecutive scheduled meetings following which all Member Organizations shall be provided with a mail ballot to vote.

(c) To secure adoption, an amendment must be approved by a vote of two-thirds (2/3) of the ballots cast within the specified time.

#### Section 8-8 Mail Ballot Procedure

All mail ballots shall be sent to the recorded address of each Member organization complete with return addressed envelope. The return date of the mail ballot may not be less than forty-five (45) days from the date of postmark to allow each Member organization time to consider the matter at their regular meeting. To be counted as a valid ballot, the ballot will require the signature of the Member organization's president, secretary and one (1) of the Member organization's registered Delegates. To secure adoption, approval must be by a two-thirds (2/3) vote of the ballots cast and received within the specified time.

#### Section 8-9 Corporate Records

The LCFA shall maintain at its registered office, or at such other place designated by the Directors, a record book including the name and address of the Members, Delegates and Directors, a record of all proceedings of the Members and of the Board of Directors of the LCFA, a copy of the bylaws of the LCFA, including all amendments thereto to date as certified by the Secretary of the LCFA, and all records of account. No certificate shall be issued to evidence membership in the LCFA.

#### Section 8-10 Trust Fund

The Association shall maintain a trust fund to be known as the Lancaster County Firemen's Association Trust Fund. The fund shall be maintained to ensure the long term solvency of the organization regardless of the level of fundraising activities. The principal of this fund shall not be dispersed for any purpose. The fund shall be built to and maintained at a level so as the annual income generated by the fund covers the charitable mission of the LCFA. The trust fund may consist of many umbrella investment accounts.

#### Section 8-11 Dissolution

Upon the dissolution of the LCFA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the LCFA, dispose of the assets as directed by the Orphans' Court Division of the Court of Common Pleas of Lancaster County, Pennsylvania, exclusively for such organization(s), as said Orphans' Court shall determine.

#### Section 8-12 Anti Harassment Policy

The LCFA prohibits and does not tolerate any type of harassment in the workplace or during any LCFA-related activity. The LCFA provides internal procedures for victims of harassment to report any type of harassment and disciplinary penalties for those who commit harassment. No employee, member, third party, or board member, no matter his or her title or position has the authority to commit or allow any type of harassment.

#### Section 8-13 Order of Business

Within the discretion of the President, the following shall be the order of business for regular and Annual Meetings:

1. Call the meeting to Order
2. Pledge of Allegiance to the American Flag
3. Singing of "America"
4. Invocation
5. Address of Welcome and Response
6. Roll Call of Officers
7. Appointment of Judges of Election (Annual Meeting)
8. Reading of Minutes of the past meeting
9. Secretary's Report
10. Financial Secretary's Report
11. Treasurer's Report
12. Chaplain's Report
13. Report of Delegates appointed by the Directors to represent the LCFA.

1. State Firemen's Association
2. Keystone State Fire Chiefs
3. Firemen's Legislative Federation
4. Southeastern Firemen's Association
5. Pennsylvania Fire and Emergency Services Institute

14. Vice President's Reports

Vice President of Finance

1. Finance Committee
2. Membership Committee
3. Memorial Committee
4. Annual Meeting Committee
5. Nominating Committee
6. Judges of Election

Vice President of Operations

1. Executive Committee
2. Fire Expo Committee
3. Fire Safety Education Committee
4. County Fire Chief's
5. County Fire Police
6. Law and Legislative Committee
7. Special Committees
8. FSTA Manuals
9. Publications

15. Unfinished Business
16. Address or Special Feature
17. New Business
18. Nominations of Directors (Annual Meeting)
19. Judges of Election Report (Annual Meeting)
20. Installation of Directors (Annual Meeting)
21. Number of Officers and Delegates in attendance
22. Announcements
23. Place of Next Meeting
24. Benediction
25. Move to Adjourn



## **Exhibit A: Initial Board of Directors and Terms**

### 1. Initial Board of Directors.

Effective immediately upon the adoption of these amended and restated bylaws, the following LCFA officers who were elected immediately before the adoption of these amended and restated bylaws shall serve as the initial Members of the Board of Directors: President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Financial Secretary, Recording Secretary, Corresponding Secretary, Treasurer, First Trustee, Second Trustee and Third Trustee.

### 2. Initial Terms.

A. Class I Directors. The First Vice President, Fourth Vice President, Corresponding Trustee and Third Trustee shall serve an initial term of one year.

B. Class II Directors. The Second Vice President, Financial Secretary, Treasurer and Second Trustee shall serve an initial term of two years.

C. Class III Directors. The President, Third Vice President, Recording Secretary and First Trustee shall serve an initial term of three years.