EAST MONTPELIER VOLUNTEER FIRE DEPARTMENT, INC.

BYLAWS

Adopted by the Membership AUG 6, 2014

ARTICLE I - PURPOSE

Section 1. The East Montpelier Volunteer Fire Department, Inc. is organized as and shall be a membership, nonprofit 501(c)(3) organization public benefit corporation and no part of its earnings or assets shall inure to any individual member or members thereof or his, her, or their successors except as hereinafter provided.

Section 2. The mission/purpose of the organization is to:

a. Establish and maintain effective emergency services consisting of fire and ambulance service for the Towns of East Montpelier, Calais, Vermont.

b. Provide fire education and prevention services to the public.

c. Participate in mutual aid emergency services as appropriate through the mutual aid system.

d. Membership shall consist of active, supporting, junior, auxiliary, and honorary members.

e. Only active or supporting membership will be considered for employment.

ARTICLE II – ACTIVE MEMBERSHIP

Section 1. Active members are expected to respond to respective alarms of Fire and or Emergency Medical Service, attend meetings regularly, participate in training sessions and attend work sessions as required by the Fire Chief and or Board of Directors.(See policies and procedures for the required number of hours of training per year.)

Section 2. Any person who wishes to become an active member shall submit his or her application to the Chief or his designee. Each individual shall agree to mandatory background checks. Individuals who wish to volunteer for Emergency Medical Service only within the Department will be allowed to do so. Valid certifications and training records shall be included with the submitted application for active membership or must obtain pertinent certifications within one year. After review by the Board of Directors, the active membership application shall be presented to the full membership for a vote at any business meeting. A vote by paper ballot may be requested. A majority of voting members is sufficient to be elected to membership and new members shall remain on probation for six (6) months to be reviewed by the Board of Directors and Chief

Section 3. Active member Applicants living outside of the Towns of East Montpelier and Calais may be considered for membership. Such a candidate must prove to have unusual circumstances, which will result in full participation and support of the Department involving reasonable response time to emergencies and the station without involving unsafe driving practices. Day / night business activity in East Montpelier or Calais might be considered an unusual circumstance Except for professional / paid Emergency Response Service employment, multidepartment membership is not allowed unless approved by the Chief and the Board of Directors.

Article III- Supporting membership

Section1. Supporting members shall be any person of good character who is interested in promotion and support of the East Montpelier Volunteer Fire Department, Inc., but is unable to or wishes not to be an active member. Prior to acceptance each prospective member will receive a copy of the Bylaws, Policies, and Standard Operating Procedures.

Section 2. Supporting members shall not have a vote on any business matters. Approval for supporting membership status shall be given by a majority vote of the Board of Directors. Active members who are deemed inactive by the Board of Directors for a period of six months may be moved to supporting membership at the discretion of the Board. Supporting membership may be terminated for any reason deemed necessary by the Board of Directors

Article IV- Honorary membership, Auxiliary membership, & Junior membership

Section 1. Honorary membership shall be presented to any non-member in recognition of an outstanding contribution or service to the East Montpelier Volunteer Fire Department, Inc. Honorary membership may be conferred at any regular or annual meetings by a majority vote of the membership. Honorary members shall not have a vote.

Section 2. Auxiliary members shall not have a vote on any business matters. Approval for auxiliary membership status shall be given by a majority vote of the Board of Directors. Auxiliary membership may be terminated for any reason deemed necessary by the Board of Directors

Section 3 Junior Membership

Subsection 1. Definition: Junior Firefighter is defined as any person fourteen (14) to eighteen (18) years of age who has an interest in becoming a member of the East Montpelier Fire Department after the age of eighteen (18) or having an interest in fire, rescue, or emergency medical service.

Subsection 2. Qualifications:

a. Must reside in the towns of East Montpelier or Calais

b. Must maintain passing grades in school. Failure to do so will result in a person being put on leave of absence until passing grades are restored.

c. Must complete a regular application that has an attached approval form signed by parent(s) or guardian(s).

d. Applicants for the position of Junior Firefighter will then be approved for membership within the department by the Chief and Board of Directors.

Subsection 3. Transition from Junior Firefighter to Senior Firefighter:

a. Upon reaching the age of 18 years of age and upon review by the board of directors, a Junior Firefighter shall be presented to the full membership for a vote at any business meeting. A vote by paper ballot may be requested. A majority of voting members is sufficient to be elected to membership and new members shall remain on probation for six (6) months to be reviewed by the Board of Directors and Chief.

b. The above paragraph (a) may be deferred by the Chief or Board of Directors if he/she becomes a member of the Armed Services or is attending college.

ARTICLE V – DEPARTMENT OFFICERS

Section 1. The Chief shall appoint the appropriate number of fire ground and emergency medical response officers from the membership prior to the next regular meeting after the annual meeting, or as needed during the year. The Chief and his/her officers shall be responsible for drafting or creating Standard Operating Procedures and Guidelines.

Section 2. The Chief shall appoint other officers from the membership as needed to be responsible for training, trucks, equipment, and station maintenance and for any other responsibilities he/she deems necessary relating to maintaining the emergency service capabilities of the Department, including a Health Officer and EMS Coordinator.

ARTICLE VI – DUTIES OF OFFICERS AND MEMBERS

Section 1. The Chief shall have command of all active and supporting members during emergency responses and training. He/she shall, from time to time, during such emergency responses appoint members to execute ordinary duties of firefighters or emergency medical response personnel. The Chief may call special meetings of the Department for drills, work, or meetings relating to maintaining emergency services. No business may be transacted or acted upon except at duly called meetings of the Corporation. The Chief shall determine the response status of each member. The Chief shall set forth Standard Operating Procedures and Guidelines for all members to follow with input from his/her Officers and the board of Directors. The Secretary shall notify the membership seven (7) days prior in writing of non-regular monthly meetings and/or all special meetings. He/she shall keep accurate minutes of all regular, annual, and Board of Directors meetings. The Chaplain shall provide services as requested and deemed necessary by the Chief.

Section 2 Fire ground and emergency medical response officers execute duties assigned by the Chief, and the highest-ranking officer may act for the Chief in his/her absence during an emergency response.

Section 3. The Board of Directors shall appoint a paid or volunteer Administrative Assistant when necessary. The volunteer or paid bookkeeping position shall be appointed by the Board of Directors. The volunteer or paid Treasurer shall be appointed by the board of directors. These positions may be held by one or more people.

ARTICLE VII - THE BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors that shall consist of the President, Vice President, the Chief, and four (4) active members of the Department. The President shall not have a vote except to break a tie. The Secretary of the Corporation shall be Secretary of the Board with no vote. In the absence of the Chief, the highest-ranking officer of the membership shall serve. If a vacancy should occur during the term, the Secretary shall provide written notice no less than 7 days prior to the next business meeting that a special election will be held to fill the vacancy by a vote of the majority of the membership.

Section 2. The Board of Directors, subject to restrictions of law, the Articles of Incorporation, and these Bylaws, shall exercise all of the powers of the Corporation; and without prejudice to or limitation upon their general powers, it is hereby given full power and authority in respect to the matters as hereinafter set forth to be exercised by resolution duly adopted by the Board:

a. The Board of Directors may borrow and/or spend money. Capital expenditures shall require a vote of the active membership. For capital expenditures of $10,000 and greater for EMFD Major Capital Purchasing Procedures process shall be followed in addition to requiring a majority vote of the active members at a meeting warned at least 7 days in advance to approve the expenditure.

b. A mandatory review will be conducted by the membership during the Treasurer's report at the monthly meeting

c. The Board of Directors may borrow from any source money, goods, or services and make and issue notes and other negotiable and non-negotiable instruments evidencing indebtedness of the Corporation; to make and issue mortgages, deeds of trust, pledges of revenues, trust agreements, security agreements and financing statements and other instruments evidencing a security interest in assets necessary to effectuate the same however will not at any time incur debt above EMFD's ability to pay beyond the existing incoming financial contractual relationships with towns and outside entities.

d. To require all officers, agents, and employees charged with responsibility for the custody of any of the funds of the corporation to give adequate bonds, the cost thereof to be paid by the Corporation, and it shall be mandatory upon the Board of Directors to so require.

e. To call special meetings, with notice, and change the regularly scheduled meetings when it is necessary.

f. To appoint or retain auditors to examine all accounts of the Corporation annually.

g. To hire and terminate employees and contracts for services as deemed necessary.

h. To function as a Court of Appeals for decisions made by, or any actions of, the Chief or Officers of the Department.

i. The East Montpelier Volunteer Fire Department, Inc. fiscal year shall be determined by the Board of Directors.

j. With a majority vote of the Board of Directors, a Board member or Officer may be terminated for cause to include but not limited to inactivity, criminal activity, or other unbecoming behavior.

Section 3. The President shall preside at all Corporation and Board of Director's meetings of the Department and shall perform the duties that ordinarily pertain to this office. He/she shall see that the Bylaws are duly observed. The President shall only have a vote in case of a tie on any motion. In the absence of the President, the Vice President shall preside and perform the duties of the President.

Section 4. Under the direction of the President, the Treasurer shall be responsible for all funds, receipts, and disbursements of Department moneys. He/she shall submit a report of the same at each regular meeting and at such other times as directed by the Board of Directors

Section 5. The Secretary shall notify the membership seven (7) days prior in writing of non-regular monthly meetings and/or all special meetings. He/she shall keep accurate minutes of all regular, annual, and Board of Directors meetings.

Section 6. To the fullest extent permitted by law, the corporation shall indemnify its officers, directors, employees, volunteers and members from claims and liability arising out of the performance of any service for the corporation.

Section 7. The Board of Directors from time to time may adopt, amend, repeal, and promulgate operating procedures, policies, and regulations.

ARTICLE VIII – MEETINGS –VOTING AND QUORUM

Section 1. The date, time, and place of the meetings of the Corporation shall be established and/or changed by a simple majority vote of the members.

Section 2. One meeting each year shall be designated the Annual Meeting and held on the first Tuesday of May at 7:00 p.m. at the station. The date, time, and/or place of the Annual meeting may be changed by the membership or the Board of Directors; however, the new date, time and/or place shall be warned in writing to all members at least seven (7) days prior to such an Annual Meeting.

Section 3. Ballots shall be closed and printed seven (7) days prior to the Annual Meeting. Any member wishing to be nominated after such date must be nominated from the floor at the Annual Meeting. Regardless of the circumstances all voting for positions shall be on written ballots.

Section 4. All active members shall be entitled to one vote in all proceedings of the Department. Absentee ballots may be used to vote for officers and changes to the Bylaws. Active members seeking an absentee ballot shall request one from the Board of Directors at least seven (7) days prior to such meetings and shall submit it to the Secretary of the Board of Directors prior to such meetings.

Section 5. A motion shall be carried by a majority vote of the quorum. A minimum of one-third (1/3) of the active membership constitutes a quorum.

Section 6. Ballots are open to the Membership after counting and the announcement of the newly elected positions.

Section 7. The Chief shall be elected by the membership at the annual meeting. The membership shall also elect at the annual meeting a President, Vice President, and four (4) members of the Board of Directors for a term of two (2) years as follows:

a. First year: President and two (2) members of the Board of Directors shall be voted on every year ending with an even number.

b. Second year: Vice President and the two (2) other members of the Board of Directors to follow with two (2) year terms shall be voted on every year ending in an odd number.

c. Candidates for Chaplin position shall place their names into consideration prior to April 1 . The board of directors shall review the candidates for the position of the Chaplain . The board will appoint the Chaplain from the list of qualified candidates and will present the selected candidate at the Annual meeting.

d. If a vacancy should occur during the term or the Chief, President, Vice President or a member of the board of directors is deemed inactive by a majority vote of the remaining board of directors, then the Secretary shall provide written notice at least 7 days prior that a special election will be held at the next business meeting to fill the vacancy by a vote of the majority of the membership.

ARTICLE IX – DISCIPLINARY ACTIONS

Section 1. The Board of Directors may suspend any member, including board members, for a period of time up to 90 days or place them on probation up to six months, or both, for just cause.

Section 2. Upon the recommendation of the Board of Directors, an active member or Board member may be expelled from membership by a vote of two-thirds of the membership at any regular meeting or special meetings for any reason to include but not limited to:

a. Disorderly and/or inappropriate behavior at a fire, medical emergency, drill, or meeting which did or could cause injury or discomfort to any member of the Department or to the general public.

b. Whenever a member has been charged or convicted by any court of law to try the person of any crime made felony by the Laws of the State of Vermont or of the United States.

c. Refusal to obey any lawful and appropriate order from a superior officer.

d. For failure to demonstrate sufficient interest or support for the Department.

e. For actions which may be detrimental to the stated purpose of the Department or subvert its good public image.

f. On recommendation of the Chief and/or Officers.

g. For failure to follow EMFD Policies, SOG's and SOP's.

h. For failure to obtain and/or maintain required Fire and/or EMS skill certifications.

Section 3 The Board of Directors may expel any supporting member or junior member without approval from the active membership for any reason to include but not limited to:

a. Disorderly and/or inappropriate behavior at a fire, medical emergency, drill, or meeting which did or could cause injury or discomfort to any member of the Department or to the general public.

b. Whenever a member has been convicted by any court of law to try the person of any crime made felony by the Laws of the State of Vermont or of the United States.

c. Refusal to obey any lawful and appropriate order from a superior officer.

d. For failure to demonstrate sufficient interest or support for the Department.

e. For actions which may be detrimental to the stated purpose of the Department or subvert its good public image.

f. On recommendation of the Chief and/or Officers.

g. And/or, failure to follow EMFD Policies, SOG's and SOP's.

ARTICLE X – EMFD Auxiliary

Section 1. The EMFD Auxiliary exists at the pleasure of the Board of Directors to support the membership and operations of EMFD. The Auxiliary may typically perform the following but not limited to functions: fund raising, support of Fire and EMS personnel during extended operations events and community outreach. Preplanned Auxiliary activities will be reviewed by the EMFD Board of Directors to ensure compliance with organization regulations. The EMFD Auxiliary maintains a separate account for financials, however those financials shall be auditable by and included within the financial and budgetary processes of EMFD to assure adequate oversight and controls.

ARTICLE XI – REPEAL AND AMENDMENT OF THESE BYLAWS.

Section 1. These Bylaws may be repealed or amended at any meeting of the Department where all members have been duly warned of that purpose by written notice at least seven (7) days prior to such a meeting.