

Bylaws of the Owego Emergency Squad, Inc.

Approved March 2021

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Bylaws of the Owego Emergency Squad, Inc.

Article I. **Corporation Information and Organization**

Section 1.01 **Name and Type**

The name of the corporation is Owego Emergency Squad, Inc. (OES, the Corporation).

Section 1.02 **Offices**

The principal office of the Corporation shall be in or near the Village of Owego, NY. The Corporation may also have offices in such other places as the Board of Directors may, from time to time, appoint or the purposes of the Corporation may require.

Section 1.03 **Interpretation of Terms**

1. Wherever used herein and required by the context, the use of either gender shall include both genders.
2. The terms “entire Board” or “seated Board members” is the total number of Board member positions, and not simply the number of Board members in attendance.
3. *Ex officio* means “by virtue of office or official position.”
4. The term “voting member” shall include any member who may vote on a specific issue and only a member who has the authority to vote generally.
5. The term “associate member” shall include any member who is not a voting member.
6. A “majority” shall mean more than half.
7. A “plurality” shall mean the highest number of votes received, though not necessarily a majority.
8. Abstentions and blank votes shall not count as “no” votes or “votes cast” unless these bylaws specifically required receiving a majority or plurality of the total number of persons in attendance or the total number of persons entitled to vote.

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9. Unless the context indicates otherwise, “in writing” includes archival electronic forms as well as paper.
10. The term, “command media” refers to documents created in accordance with Article XIII, Command Media, which may contain either imperatives (absolutely necessary or required unavoidable) or guidance.

Section 1.04 **Applicability**

These bylaws shall apply exclusively to members. Employees, if any, shall be governed by an employee handbook.

Article II. **Purposes**

The purposes for which the Corporation is organized are to operate exclusively for charitable and educational purposes, for example:

1. To provide emergency medical system services to persons requiring such services, including transportation of such persons to and from hospitals, regardless of ability to pay for such services;
2. To provide medical transport services as authorized by law and/or regulation;
3. To provide or sponsor educational programs to members of the Corporation to enhance their ability to provide competent emergency medical care;
4. To provide or sponsor education programs to residents of the Corporation’s service district(s) and its surrounding community in order to increase awareness of emergency service conditions and treatment for such conditions;
5. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof and not prohibited by law or inconsistent with the other provisions of these bylaws.

Article III. **Dissolution**

Section 3.01 **Dissolution Plan**

Should it be deemed necessary, the Board of Directors, with legal counsel, shall develop a plan for dissolution of the Corporation. Subsequent to said dissolution plan being submitted in writing to the membership, the Corporation may be dissolved by a two-thirds (2/3) vote of a quorum present of members eligible to vote and voting at duly called meeting.

Section 3.02 Residual Assets

Upon dissolution of the organization, any residual assets shall be donated to one or more not-for-profit organizations with purposes not unlike those of the Corporation. Such donation or donations shall be specified in the plan for dissolution.

Article IV. Fiscal Year

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

Article V. Membership

Section 5.01 Classes of Membership

The Corporation shall have two classes of members, with subclasses where listed:

1. Active
 - a. Full
 - b. Probationary
2. Reserve
3. Associate

Section 5.02 Powers of Membership

(a) Active Members

(i) Full Members.

Full Members are those persons who meet the qualifications for such status as provided for in these bylaws and in the command media of the Corporation. As a minimum a Full Member must be a certified driver, as defined in the command media, or credentialed as a New York State Certified First Responder (CFR) or higher. They may respond to emergencies and attend drills and trainings. They may serve as directors, administrative officers and line officers and serve on committees. They may attend social events. They may vote on those matters only for which the right to vote is provided to them in these bylaws.

Only a Full Member shall vote for the purposes of:

1. Electing the directors and all administrative and line officers
2. Approving amendments to, or interpretation of, these bylaws
3. Approving the Corporation's budget and expenditures authorized thereby, and any rights of any officer, board or committee to spend funds as part of these pre-approved expenditures.
4. Approving all expenditures, other than those as may be previously authorized

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5. Approving new members
6. Approving Reserve Member status
7. Approving auditors of the Corporation
8. Approving an appeal of a disciplinary decision
9. Approving continuation in office while on a leave of absence
10. Approving removal of a Director

(ii) Probationary Members

Probationary Members are those persons who meet, or are expected to meet within the probationary period, the qualifications for full member status as provided for in these bylaws and in the command media of the Corporation. As a minimum, a Probationary Member must possess a valid driver's license, or is enrolled, or soon will be enrolled, in a New York State CFR or higher course which completes before the end of the probationary period. They shall not be permitted to vote at meetings or elections. They may respond to emergencies, attend drills, meetings and trainings. They may not serve as directors, administrative officers, or line officers but may serve on committees without a vote. They may attend social events.

(b) Reserve Members

A reserve member may not vote. A Reserve Member may answer calls. A Reserve Member is excused from attending the minimum number of meetings. A Reserve Member must have served as an Active Member and otherwise meet the qualifications for Active Member status. Status as a Reserve Member requires either a leave of absence in accordance with Section 5.12, Leaves of Absence, or:

1. Written request of the member
2. No violation of Reserve Membership duration rules
3. Approval by a simple majority of Active Members voting at a scheduled membership meeting.

(c) Associate Member

Associate member is defined as persons who are current OEMS members in good standing or persons applying for OEMS Associate Membership who, due to physical, family or job commitments, cannot meet the full membership requirements under Bylaws sections: 5.02, 5.03, 5.04 and 5.06 and are not subject to actions under Bylaws sections: 5.07, 5.08, 5.09 or 5.10, who continues to maintain or bring skillsets of value to support the successful operations of the OEMS. Skillsets may be, but not limited to, IT design and/or management, vehicle maintenance/management, grant writing, training, experience in command media documentations, clerical/records management or other skills as OES Board may deem beneficial to the overall health, welfare and success of the OEMS. Associate Members may attend trainings, meetings, and social events. They shall not have emergency response riding privileges or duties; shall not be permitted to vote at elections or meetings; shall not serve as

directors, administrative officers, or line officers. Associate Members may serve on committees but without a vote. Active Members may apply for Associate Membership by writing a letter to the board of directors requesting a status change. Non-members interested in assisting the corporation in non-operational ways may apply following the procedure outlined in Section V.5, Procedure for Active Membership. In addition to their application, non-members seeking Associate Membership shall include a written description of why they wish to join the corporation.

Other than on a defined and Board approved leave of absence, the maximum duration of Reserve Membership is twelve months. After this time the Reserve Member must either:

1. Return to Active Member status for a period greater than or equal to the immediately prior duration as a Reserve Member
2. Resign from the Corporation as a past Active Member in good standing
3. Be dismissed from the Corporation

Section 5.03 Requirements of Active Membership

Membership is not automatic. There is nothing that requires the acceptance of any applicant, but no applicant shall be rejected due to gender, race, sexual preference, ethnicity, or religion. All active members must be at least sixteen (16) years of age. They must be of good moral character and be able to meet any other qualifications as stated in these bylaws and the command media. They must have the emotional maturity to be able to accept the graphic and disturbing situations encountered by emergency services personnel. Unless these by-laws state otherwise, no person who has been expelled from the Corporation for a cause other than an inability to remain in good standing with attendance or service requirements may reapply within four (4) years of such expulsion.

Section 5.04 Physical and Mental Requirements

Applicants must be able to meet those physical and mental requirements as outlined in the Corporation's command media, except that the Corporation may permit service under limited conditions should the Corporation consent and the Corporation's designated physician (e.g. medical director) deems such service possible.

Section 5.05 Procedure for Active Membership

All applications for active membership must be submitted on a form provided by the Corporation and must be signed by the applicant. The application shall be turned over to the Membership Committee. The Chairman shall make sure that a record is maintained preserving the application. Subsequently, the Chairman shall provide the application to the Membership Committee. The Committee will review the pertinent qualifications, have an in person interview with the member, and then decide amongst the Committee whether or not to

recommend the applicant to the active membership at a regular or special membership meeting. Persons denied membership may not be considered for one year from the date of the denial.

Section 5.06 Probationary Period

All new Active Members that don't fall under section 5.07, Prior Member shall serve a probationary period of at least six (6) months and up to eighteen (18) months at the discretion of the membership at a duly held meeting. The command media may outline the requirements for courses, drills, and other requirements to be completed before a member may be released from Probationary Membership to Full Membership. In order to be released to Full Membership, a majority of the line officers must first recommend such release to the membership at a duly held meeting, and then the majority membership at a duly held meeting must approve the release from Probation to Full Active Member status.

Alternatively, the membership at a duly held meeting may expel the member for failure to satisfy any requirements or expectations of a Probationary Member. A majority vote of the membership at a duly held meeting to expel a Probationary Member shall be final.

A majority vote of the membership at a duly held meeting shall determine whether or not to grant Full Membership. The probationary member may reapply after one year from having probationary membership terminated.

Section 5.07 Prior Members

Prior members of the Corporation who were not expelled for cause may be eligible for reinstatement. However, since every person may have special circumstances regarding reinstatement, the applicant must comply with the same application requirements as any new member, except that the Membership may waive or shorten a probationary period.

Section 5.08 Crimes

A person who has been convicted of any felony in any degree shall not be eligible for membership until completion of the sentence for each crime including commutation, probation, or parole; or until a certificate of relief of disability is obtained; or until a pardon is granted.

A person who is subject to State monitoring as a sex offender shall not be eligible for membership, nor may any individual who is prohibited from being near children for any reason.

Section 5.09 Other Requirements of Membership

Additional duties, prohibitions and requirements of membership may be set forth in the command media of the Corporation.

Section 5.10 Termination of Active Membership and Removal of Member

In addition to the requirements and procedures stated in these by-laws, the command media of the Corporation may proscribe additional reasons for the termination, removal or suspension of membership.

(a) Reasons for termination

1. *Failure to adhere to membership requirements.* Membership may be terminated or restricted upon the failure of a member to attend at least twenty (20) calls and failure to attend 3 regular membership meetings (unless excused by membership for extenuating circumstances such as employment) in a calendar year, or for violating other requirements as provided for in these bylaws or the command media. This termination requires a simple majority vote at a regular or special membership meeting. If membership votes to remove, OES Board will forward this membership action to Village of Owego Board.

Failure to return to duty. Members who have been on the reserve member list for the completion of the leave of absence or the member approved reserve status may also be terminated for failure to re-attain active membership. The member must be sent a letter upon at least ten (10) days' notice to appear before the Membership to present a plea or any facts which the member desires to be considered before such vote is taken. By a majority vote of the membership may take any action it deems reasonable, including removal, or impose any requirements upon the member in order to permit continued membership. Failure of the member to comply with any such additional requirements shall permit the Membership to take additional action, including termination, in accordance with the procedures outlined in this subparagraph. This termination requires a simple majority vote at a regular or special membership meeting. If membership votes to remove, the OES Board will forward this membership action to Village of Owego Board.

2. *Conviction of crimes.* Any member shall be suspended immediately by the EMS Captain without a vote required by the Board or membership if the member is convicted of, or plead guilty to, a felony. Termination of member shall be decided by a majority vote of the entire Board at the next meeting of the Board. Also see Section 5.08 Crimes and Article XV Harassment or Violence Prohibited.
3. *Additional reasons for termination.* A member may be terminated for any of the following reasons:
 - a. Insubordination
 - b. Incompetence
 - c. Neglect of duty
 - d. Conduct unbecoming a member
 - e. Violation of the command media

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- f. Loss of all credentials which enable performance as a member.
- g. Theft of the Village's or the Corporation's property

This termination requires a simple majority vote at a regular or special membership meeting. If membership votes to remove, OES Board will forward this membership action to Village of Owego Board.

(b) Temporary suspension

1. The Board of Directors or EMS Captain may suspend a member for up to thirty (30) days for any of the above reasons. No hearing is required for this suspension.
2. The EMS Captain may suspend a member for an additional time period. If the EMS Captain is the member in question, the Board of Directors may suspend the EMS Captain for an additional time period. The membership also may vote to permanently remove a member or suspend up to a year so long as it follows the procedures set forth in these bylaws in this Article.

(c) Suspended Member Restrictions

Members who are suspended may not, for the entire period of the suspension, attend any Corporation function other than is related to the affiliated hearing or investigation. Suspended members shall not in any way identify themselves as being affiliated with the Corporation, such as by wearing insignia or other marked clothing. Such members may not participate as a member in response to a call. No benefits or privileges of membership may be exercised. Any violation of this rule shall permit the Board to continue the suspension for an appropriate period of time, up to an additional two (2) months.

(d) Permanent Removal or Suspension up to One Year

Permanent removal-for-cause and suspensions up to one year shall be vested in the Board. A removal or suspension up to one year is for the more serious or repeated violations. A member may be suspended under the prior provisions pending this process for any additional punishment. The procedure for a removal/suspension up to one year shall be as follows:

1. Initial Actions. The Board of Directors shall determine whether or not it desires to pursue any punitive action. If a majority of the total number of seated Board members desire to pursue punitive action, then the Board shall construct the formal charges.
2. Notice. The Chairman shall provide the member a letter, served personally by an officer or by signature receipted mail, which provides all charges alleged with specific dates. Such notice shall provide the member with at least ten (10) days and no more than thirty (30) days' notice of a

hearing except as otherwise adjourned. The member shall be advised that it is permitted to submit a written response at any time before the hearing. The notice shall also state the time and place of the hearing and shall advise that the member may be represented by counsel.

3. Committee. The Board shall serve as the hearing committee. No person who is an immediate family relation, a line officer, or witness may serve on the committee. Any person disqualified shall be replaced by a Full Member appointed by the Board.
4. The hearing. At a hearing, a hearing officer will be appointed to administer the hearing. Such hearing officer need not be a member. A prosecutor will be appointed to present the charges to the Hearing Committee and interview witnesses and present facts. The member will be permitted to present a defense to the charges. The hearing may be recorded. The Hearing Committee will determine what the facts of the incident(s) are and will render a statement of facts for each charge. The member may present proof that could serve to mitigate any punishment. The Hearing Committee will then present its determination of the facts and make a determination of the punishment. The punishment shall consist of only the following and may not involve a reversal of any punishment already imposed:
 - a. Suspension up to an additional six (6) months
 - b. Removal as a member
 - c. Time Served
5. Appeal of the hearing. The decision of the Hearing Committee shall be final and binding, unless it is appealed by the accused or active full member to the membership within thirty (30) days of the verdict. Subsequent to the appeal being made to the Chairman, at a duly called meeting of the membership, after deliberation, the verdict or punishment, may be overturned by a two-thirds (2/3) vote of the voting members present and voting. The accused may attend this meeting. Should the punishment be overturned, a majority of the members present and voting at the same meeting may assign a different punishment.

Section 5.11 **Resignations**

A resignation must be made in writing and addressed to the EMS Captain who may present it to the Membership at the same or the next regular meeting after an officer(s) has an exit interview with the member (if the member allows an exit interview).

Section 5.12 **Leaves of Absence**

Persons on leave are not considered 'Active' Members. A member may request of the Board a leave of absence in writing so long as the member is in good

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standing. Persons on leave may continue to hold any office only if they will return to full duty within sixty (60) days or beyond sixty-days if approved by the membership. Applicable laws shall be followed. There shall be the following types of leaves:

1. Military
2. Personal
3. Medical
4. School
5. Employment

(a) Military Leave

Military leaves shall have no maximum duration and the leave shall be counted towards a member's time with active membership in the Corporation, except for qualifications for administrative or operational officer status. Members on military leave shall return to active duty with the Corporation no later than two months after returning from military duty.

(b) Personal Leave

Personal leave shall be no longer than one (1) year.

(c) Medical Leave

Medical leave is intended to be no longer than one (1) year. Medical leave beyond one year requires a majority vote of the entire membership. Any member on leave for a medical reason shall not return unless a physician has confirmed in writing that the member is physically and emotionally fit for active membership.

(d) School Leave

School leave shall be concurrent with enrollment as a full-time student in an educational institution.

(e) Employment Leave

A member in good standing may be granted a leave of absence for employment related constraints such as, but not limited to, employment assignments that would cause the member to be geographically relocated for a period of thirty (30) days or more, so as to render the member incapable meeting their normal assigned or elected duties or shift assignments.

The Board shall review and consider the parameters presented to it for granting of employment related Leave of Absence. Employment Leave Absences may be granted in six (6) month increments with two consecutive leaves being the maximum permitted, unless extenuating circumstance requiring an extended leave are presented to and approved by the Board.

During an extended Work leave Absence the Board may request that the Member consent to being moved to Reserve Member status or Associate Member status.

Any member in good standing that is on Employment leave Absence may be commissioned to serve on or retain their appointment to a Board approved committee while on leave.

Section 5.13 **Annual Meeting Date**

The annual meeting of the Corporation shall be held at the time and location chosen by the Board of Directors, on the scheduled May membership meeting provided that there are no extenuating circumstances such as National, State or local emergencies. . This meeting must be held in person.

Section 5.14 **Annual Meeting Agenda**

As a minimum, the agenda of the Annual meeting of the Corporation shall include:

1. Election of the Board of Directors at large from the membership, all administrative officers, and all the line officers in accordance with Article IX Election Procedures.
2. Approving the annual Corporation budget, budgeted expenditures as anticipated, and any rights of any officer, board or committee to spend funds as part of the pre-approved expenditures.
3. Approval of schedule of regular meeting of the Corporation which should be no less than nine (9) meetings no closer than one month apart
4. Approve auditor of the Corporation, if an auditor is needed.

Section 5.15 **Notice of Annual Meeting**

Notice of the time, place and purpose or purposes of the annual meeting shall be served in writing, which may be done electronically, not less than 10 days nor more than 50 days before the meeting upon each person who appears on the books of the Corporation as a Director or Member thereof, and, if mailed, such notice shall be directed to the Director and Member at his/her address as it appears on the books of the Corporation unless he/she shall have filed with the secretary of the Corporation a written request that the notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request. Notice of any meeting also shall be given when an email notice of the meeting is delivered to an email address of a member kept on file by the Secretary for the purpose of receiving notices. Any notice which fails to be delivered more than twice shall be followed up with a written notice of the meeting.

Section 5.16 **Regular Meetings**

The regular meetings of the Corporation shall be held at the time, date and place as determined by the membership, upon notice to the members. The Chairman may excuse any member after receiving a request in writing, which may be electronic, which must be submitted prior to the commencement of the

meeting. Regular meetings shall be held on the dates as determined by the membership at the annual meeting. The secretary shall ensure that the meeting be advertised or reminded through email or similar fashion.

Section 5.17 Membership Meeting Quorum

A quorum of a membership meeting shall be ten (10) active full members

Section 5.18 Notice of Meetings

Written notice of all regular meetings of the members shall be provided to every active member of the Corporation. Such notice shall state the place, date and hour of the meeting and indicate that it is being issued by or at the direction of the person calling the meeting. If the meeting is a special meeting, the notice shall also state the purpose(s) of such meeting. The notice shall be given in writing, which may be done electronically, within reasonable time (no less than 10 days) before the meeting. It is the member's responsibility to provide the secretary their current contact information.

Section 5.19 Special Meetings

Special meetings of the Corporation may be called at any time by a majority of the seated members of the Board, or the Chairman, or the EMS Captain, or by not less than ten percent (10%) of the number of active full members. Those members, however, must demand such meeting in writing, which may be done electronically, and specify therein the date of the meeting. The demand must also include the topic(s) to be discussed and/or voted upon at that meeting. No issue unrelated to that included in the demand shall be raised at the special meeting. The demand shall be presented to the Secretary of the Corporation. The Secretary shall then promptly give notice of such meeting to the members in accord with the customary manner for providing such notice. Should the Secretary fail to give such notice within three (3) calendar days after receiving the demand, any member signing the demand may give such notice. The meeting shall be held at the usual place of regular meetings.

Section 5.20 Dues of Members

There shall be no dues.

Article VI. Directors

Section 6.01 Management

Management of the affairs of the Corporation shall be vested in the Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall fix its non-operational command media. It shall have the power to employ necessary staff and other help, and to authorize expenditures as permitted by the approved Budget or as otherwise approved by the members. The Board may take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest. The Board shall have the power to contract and purchase on behalf of the Corporation. The Board shall be responsible for the development and maintenance and enforcement of all administrative and membership related polices and guidelines.

Section 6.02 Qualification

Each Director shall be at least twenty-one (21) years of age, a citizen of the United States, a resident of the State of New York, and an Active Full Member. Each Director shall be an Active Full Member at the time of the nomination and election and throughout the term of office.

Section 6.03 Members, Number and Term of Directors

The number of Directors constituting the entire Board of Directors shall be no fewer than five (5) and no more than seven (7). The term of each Director shall be one year. The Board shall be seated as follows:

1. Chairman and Chief Executive Officer, elected at large from the membership
2. Vice-Chairman and Chief Operating Officer, ex officio, Captain of the Corporation
3. Secretary, elected at large from the membership
4. Treasurer, elected at large from the membership
5. Director A, *ex officio* a trustee of the Village of Owego as appointed by the Mayor,
6. Director B, elected at large from the membership
7. Director C, elected at large from the membership

Section 6.04 Resignation

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 6.05 Vacancies

Vacancies among such Directors for any reason, shall be filled by a vote of the membership within sixty (60) days of said vacancy occurring.

Section 6.06 Removal of Directors

Any or all of the directors elected at large from and by the OES membership may be removed by vote of a majority of the total number of Directors and two-thirds (2/3) of the members voting at a duly called meeting.

Section 6.07 Action Defined

Except as otherwise provided by law or in these Bylaws, an “action” of the Board shall mean an “act”, “motion”, “resolution”, or “declaration”, of the Board carried by a majority vote of the Directors present at the time of the vote, provided there is a quorum.

Section 6.08 Written Consent

An action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting in accordance with New York State Not for Profit Corporation law section 708.

Section 6.09 Budget and Finances of the Board of Directors

The Board of Directors shall prepare a line item budget which shall then be presented to and approved at a meeting of the Directors. Once approved, the Budget shall be approved by a simple majority of the active members voting at a duly called meeting. Once approved, the Board may then spend, save or reserve the Corporation’s funds within those line items. The Budget may assign the right to spend any of the budget lines to the Board, the administrative or line officers or any committee without the need for further approval. Any deviation from the line items within the budget shall be presented to the Board for approval.

Section 6.10 Regular Meetings

The Board shall meet as dictated by the Chairman or by resolution of the Board for that year. Notice of each Board meeting shall be given in accord with this Article, unless a resolution of the time, date and place of each meeting was approved by a unanimous vote of all of the Directors for that calendar year.

Section 6.11 Special Meetings

Special meetings of the Board of Directors may be called by the Chairman, or a majority of the Board with timely notice to all Board members.

Section 6.12 Quorum

At all meetings of the Board of Directors, one-half (1/2) of the current number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 6.13 Notice of Regular Meetings

Written notice of all meetings of Directors, whether regular or special meetings shall be signed by the Secretary.. All notices of meetings shall set forth the place, the date, the time and the purpose of the meeting.

Section 6.14 Waiver of Notice

The notice of the meeting provided for herein may be waived by a written waiver signed by all the directors. The meeting of the Board may then proceed without said notice and without lapse of the notice period.

Section 6.15 Teleconference

One or more members of the Board or any committee thereof may participate in a meeting of the board or committee by means of a conference telephone or similar device allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 6.16 Adjournments

A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting of the Board to another time and place. In such event, notice shall be given to the Directors who were not present at the time of the adjournment, and, unless such time and place are announced at the meeting, to all Directors.

Section 6.17 Place of Meetings

Annual, regular and special meetings of the Board may be held at any place within the State of New York. Unless otherwise stated in these by-laws, the time and place for holding annual, regular or special meetings of the board shall be fixed by the Chairman.

Section 6.18 Compensation

Directors, shall not receive any salary for their service as Directors; nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore..

Section 6.19 Annual Report of the Board of Directors

The Board shall present at the annual meeting of members a report, verified by one of the following:

- The Chairman and Treasurer,
- By a majority of the Directors
- Certified by an independent public or Certified Public Accountant or by a firm of such accountants selected by the Board,

showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve months fiscal period terminating not more than six months prior to said meeting.
2. The principal changes in assets and liabilities, including trust funds, during the said fiscal period.

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3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.
5. The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

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

Section 6.20 **Fiduciary Responsibility**

Directors shall discharge the duties of their respective positions in good faith and with that degree of

- Diligence,
- Care,
- Skill,
- Obedience, and
- Loyalty,

which ordinarily prudent men or women would exercise under similar circumstances in like positions. In the administration of the powers to make and retain investments, to appropriate appreciation, and to delegate investment management of institutional funds, trustees shall consider, among other relevant considerations, the long and short term needs of the Corporation in carrying out its purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions.

Section 6.21 **Prudent Reliance on Information**

In discharging their duties, directors, when acting in good faith, may rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the Corporation, whom the trustee believes to be reliable and competent in the matters presented,
2. Counsel, public accountants or other persons as to matters which the trustees believe to be within such person's professional or expert competence, or
3. A committee of the board upon which they do not serve, duly designated in accordance with a provision of the bylaws as amended, as to matters within its designated authority, which committee the trustees believe to merit confidence, so long as in so relying they shall be acting in good

faith and with that degree of care specified in Section 6.20, Fiduciary Responsibility, of this article.

Persons shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Article VII. Administrative Officers

Section 7.01 Number and Type.

(a) Administrative Officers.

Administrative Officers shall also be seated as Directors of the Corporation. The Administrative Officers of this Corporation shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer. The command media, created in accordance with Article XIII, Command Media, may provide additional requirements for election to office.

(b) Election and Terms of Officers.

The officers shall be elected by the active members at a duly called meeting. A person may hold only one office.

Section 7.02 Chairman

The Chairman, who is also the president, shall:

1. Be the chief executive officer (CEO) of the Corporation and shall have and exercise general charge and supervision of the affairs of the Corporation with respect to the development and implementation of its goals and command media.
2. Develop fund raising strategies and cause to be executed, fund raising activities.
3. Preside at all meetings of the Board of Directors and the Corporation
4. Perform such other duties as may be assigned by the Board of Directors.
5. Sign all documents in the name of the Corporation when authorized to do so by the Board of Directors.
6. Together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, have authority to sign checks in the absence of the Treasurer or together with the Treasurer.
7. Be an *ex-officio* member of all committees,
8. Perform all other duties incidental to his office.
9. Shall refrain from voting at any Board meeting other than to cast the deciding vote.

Section 7.03 Vice-Chairman

The Vice-Chairman, who is also the vice-president, shall, in the absence of the Chairman, exercise all the functions of the Chairman. In addition to

responsibilities as Captain, as Chief Operating Officer (COO), the Vice-Chairman shall:

1. Design and implement business strategies, plans and procedures
2. Set comprehensive goals for performance and growth
3. Establish command media that promote company culture and vision
4. Oversee daily operations of the Corporation and the work of the line officers
5. Lead employees to encourage maximum performance and dedication
6. Evaluate business and personnel performance by analyzing and interpreting data and metrics
7. Write and submit reports to the Board in all matters of importance
8. Assist the Chief Executive Officer in fundraising ventures
9. Participate in expansion activities (investments, acquisitions, corporate alliances etc.)
10. Manage relationships with partners and vendors
11. Cosign checks, as needed.

Section 7.04 **Secretary**

The Secretary shall:

- 1 Keep a record of all meetings of the Corporation and of the Board of Directors
- 2 Attend to the mailing, posting and publication of all notices of such meetings and of nominations of candidates for election.
- 3 Be the custodian of OES Board required essential records, whether physical or electronic, including books and documents belonging to the Corporation.
- 4 Place in the minutes all revisions of the bylaws.
- 5 Ensure that an approved copy of the minutes of each meeting is maintained in the corporate offices for inspection.

- 6 Have charge of such books, records and other papers as the Board of Directors may direct.
- 7 When so authorized or ordered by the Board of Directors, execute contracts, agreements or other documents on behalf of the Corporation
- 8 Perform such other duties as may be assigned to him by the Board of Directors.
- 9 Notify all persons newly elected to membership and furnish them with a copy of the bylaws.
- 10 Verify maintenance of records of each member status.
- 11 Shall receive by documentation into records all donations as reported through treasurer.
- 12 When necessary or proper, endorse on behalf of the Corporation for collection, notes, checks and other obligations and shall deposit the same to the credit of the Corporation at such bank or depository as the Board of Directors may designate.

- 13 Record gift acknowledgements, which would satisfy an IRS audit, be sent to all donors in a timely manner.
- 14 In the absence of the Chairman and Vice-Chairman at a meeting, the Secretary shall take charge of the meeting.
The command media may dictate additional requirements to be elected to the position of Secretary.

Section 7.05 **Treasurer**

The Treasurer must not have a criminal record of theft, fraud, or embezzlement. The command media may dictate additional requirements for election to Treasurer. The Treasurer shall:

1. Have the care and custody of all the funds and securities of the Corporation and of all deeds, insurance policies and other valuable documents relating to its property and shall deposit the same in the name of the Corporation in such depository as may be designated by the Board of Directors.
2. Make no investments of monies without the express approval of the Board of Directors
3. Disburse funds only in accordance with command media which define payments authorized by the approved budget
4. Endorse on behalf of the Corporation for collection, notes, checks and other obligations and shall deposit the same to the credit of the Corporation at such bank or depository as the Board of Directors may designate.
5. Sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these by-laws to some other officer or agent of the Corporation, such as a clerk. In such case, if a clerk is appointed, the Treasurer shall oversee the clerk.
6. Enter, or cause to be entered, regularly on the books of the Corporation to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on behalf of the Corporation and shall exhibit such books at all reasonable times to any member on application at the offices of the Corporation. Maintain a record of the financial obligations of the Corporation and encumbrance of funds by the Board or an authorized party
7. At Board meetings, in a format approved by the Board, provide a summary of the Corporations financial status which as a minimum includes: funds available, progress against budget, obligations and encumbrances, and year end projection against budget and off-budget.
8. If one is employed, oversee a bookkeeper.
9. Prepare, or caused to be prepared, for filing; all required tax forms.

Section 7.06 Signature Authority

The Treasurer and another board member chosen by the board shall have individual signature authority for disbursements of funds up to five-thousand dollars (\$5,000). Disbursements of five-thousand dollars (\$5,000) or more shall require two authorized signatures

Section 7.07 Expenses

Reasonable expenses, including travel expenses, as determined by the Board of Directors, may be paid to any officer incurring such expenses in the performance of his or her official duties on behalf of the Corporation.

Section 7.08 Salaries

Officers shall receive no salary.

Article VIII. Operational Line Officers

There shall be a Captain, Co-Captain, 1stLieutenant, 2nd Lieutenant, and Sergeant. They shall administer all operational responsibilities of the Corporation. All line officers shall be elected by the active full members present at a duly called meeting.

Section 8.01 Captain

The captain must be certified as an EMT or higher and have been an EMS line officer no less than two (2) years. The Captain shall have the responsibility of overseeing all operational functions of the Corporation. The Captain's responsibilities are described in Section 7.03 Vice-Chairman. Also, the Captain, at the Captain's discretion, may appoint to, or dismiss from, leadership positions such, as but not limited to: crew-chief and training officer. The Captain shall recommend for appointment or removal of Agency Narcotics Agent to the Village Board of Trustees

The Captain shall assign an Operational Line Officers the following tasks:

1. Review all submitted PCR forms,
2. Manage the Corporation's quality assurance and quality improvement (QA/QI) program,
3. Oversee crew-chiefs,
4. Delegate other duties to the Corporation's members,
5. Recommend appointment to or dismissal from a leadership position.
6. Receive and screen all mail and distribute in a timely manner,
7. Attend all Board meetings, for information and participate as needed,
8. Make reports at the Corporation's membership meetings or make arrangements for someone else to do so.
9. Review and restock ambulance and replenish supplies

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10. Requisition supplies or make arrangement to have someone else order them.
11. Grant Writing
12. Develop EMT shift schedule and fill same
13. Review and keep track of maintenance of all ambulances and other vehicles operated by the Corporation
14. Cause schedule and unscheduled maintenance or repair to occur in a timely manner.
15. Supervise drivers
16. Provide driver training or make arrangements for driver training.
17. Develop driver shift schedules and fill same.
18. Assure unplanned drive shift opening are filled

Section 8.02 **Co-Captain**

The Co-Captain must be certified as an EMT or higher and have been an EMS line officer no less than two (2) years. The Co-Captain shall:

Section 8.03 **1st Lieutenant**

The First Lieutenant must be an EMT and have been a crew-chief no less than two (2) years. The First Lieutenant shall:

1. Perform duties as assigned.

Section 8.04 **2nd Lieutenant**

The Second Lieutenant must be an EMT and have been a crew-chief no less than two (2) years. The Second Lieutenant shall:

1. Perform duties as assigned.

Section 8.05 **Exchange of 1st and 2nd Lieutenants' Duties**

The bylaws specified duties of the first and 2nd Lieutenant can be reversed by mutual agreement and approval of the Captain

Section 8.06 **Sergeant**

The Sergeant must be a certified ambulance driver or higher for no less than two (2) years. The Sergeant shall:

1. Perform duties as assigned.

Article IX. Election Procedures

Section 9.01 **General Applicability**

All elections for directors, administrative officers, and line officers shall be conducted under this article. Vacancies should be filled in generally the same manner, but the dates would be changed as needed by the Chairman. However, in the absence of a position being filled, the lower position will move to the higher position in an "Acting" Title.

Section 9.02 **Annual Election**

Unless it is to fill a vacancy, all elections shall take place in May at the annual meeting of the Corporation wherein the active members shall elect and appoint all officers.

Should the Village Board not approve of an elected officer, the Village Board, will notify the Corporation of the disapproval of the elected officer or officers. Within two weeks after the service of notice of disapproval the Corporation shall hold a special election for the specified offices at which shall be elected a person or persons, other than those who were disapproved for the specified offices.

Section 9.03 **Election Process**

The Chairman shall run the election meeting and selects at least two people as tellers, who shall collect ballots, verify a ballots validity, count ballots, and report results.

1. If a position is contested, all votes shall be conducted by written ballot.
2. The order of each elections shall be in the hierarchy of offices as follows:
 - a. Chairman
 - b. Captain and Vice-Chairman
 - c. Treasurer
 - d. Secretary
 - e. Director B
 - f. Director C
 - g. Co-Captain
 - h. First Lieutenant
 - i. Second Lieutenant
 - j. Sergeant
3. Candidates who are not elected to an office may be nominated and run for a lower office in the order of elections.
4. In an event of a tie vote of a contested position, if one of the contested parties does not concede, a second vote with the same first vote membership present will occur. In the event of a re-tie on the second vote, if one of the contested parties does not concede, the names of the

nominees will be placed in a private container and a name will be drawn by the current Chairman.

Section 9.04 Assuming office

Administrative officers shall have a term of office beginning at 12:01 a.m. of the day following election and continue until the next duly held annual meeting or until replaced. Operational line officers shall have a term of office beginning after Village Board approval, presumably at the first Village Board meeting in June of each year and continue for one year, or until replaced.

Section 9.05 Leaving positions Vacant

Other than to satisfy number of Board members, nothing in these bylaws shall require Director B or C position to be filled.

Article X. Agents, Representatives, and Committees

Section 10.01 Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.

Section 10.02 Standing Committees

The following committees shall be considered "Standing Committees":

1. Finance and Audit
2. Membership

Other committees may be established at the discretion of the Chairman:

(a) *Finance & Audit Committee*

The Finance and Audit Committee shall be appointed by the Chairman, unless the Chairman has check signing authority, and in that event, by the Board of Directors, and shall consist of a Board member, who shall not have check signing authority for the Corporation and who shall chair this committee, and the Treasurer, and at least one (1) other Active Member. There shall be no more than five (5) members of the Committee. The Committee shall:

1. Develop an annual Corporation budget for approval by the Board and subsequently the membership.
2. Authorize disbursements for budgeted items
3. Propose command media governing finances for adoption by the Board
4. Annually, develop or update a Corporation strategic financial five-year plan for approval by the Board
5. Audit, or cause an external audit of, the books as often as the Board of Directors deems necessary, but no less than annually. The books are to be audited (internally or externally) and certified by the committee at least once a year before the annual election.

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6. If an external auditor is required or advisable, recommend the external auditor for approval by the membership at the annual membership meeting.
7. Review any and all audits of the Corporation or any of its subsidiaries, programs, or contracts performed;
8. Respond in writing, subject to approval of the Board of Trustees, to such audits addressing any and all remedies to cited deficiencies or recommended improvements in fiscal command media and procedures
9. Complete the following tasks at least quarterly and report that the same has been accomplished at the next Board meeting:
 - a. Cross-checking a sample of the receipt of funds records and donor acknowledgements, invoices, requisitions, receipted vouchers, check registers, and bank statements.
 - b. Ensure that any person making a donation received a letter thanking them for donating a specific amount of funds;
 - c. Verify by means of a sample that checks match to receipts, bills, vouchers or other proof of expenditures.
10. Maintain appropriate confidentiality.
11. Perform other duties as assigned by the Chairman or the Board
12. Report activities to the Board
13. Recommend actions to the Board

(b) Membership Committee

The Membership Committee shall be chaired by the Vice-Chairman and also consist of the Secretary and the Co-Captain. There shall be no more than three (3) additional active members appointed by the Chairman. The Membership Committee shall:

1. Interview to determine whether to present to active membership for vote in accordance with Section 5.05 Procedure for Active Membership and Section 5.06 Probationary Period.
2. Keep a record of all applications, whether or not completed, and whether or not elected. Applications of those who did not complete the application process or who were not elected to membership shall be maintained for one (1) years and then destroyed by the Corporation.
3. Monitor member compliance with Article XIV Corporation's Ethics Guidelines and presenting to the Board of Trustees any significant lapse
4. Cause to be maintained training records
5. Cause to be maintained participation records
6. Develop and maintain recruitment and retention mechanisms
7. Develop and maintain personnel command media for members and employees.
8. Identify personnel with leadership potential and encourage leadership development of those identified.
9. Coordinate orientation for new directors and assuring the continued development and training of the Board

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10. Maintain appropriate confidentiality.
11. Perform other duties as assigned by the Chairman or the Board
12. Report activities to the Board
13. Recommend actions to the Board

Section 10.03 **Other Committees**

The Board of Directors or the active members by vote may establish standing committees from time to time as they determine by resolution adopted by a majority of the entire Board and may designate from among its members standing committees, each consisting of one or more directors or members and each of which, to the extent provided in the resolution of the Board of Directors shall have all authority of the Board, except that no such committee shall have authority as to the following matters:

1. The submission to voting members of any action requiring members' approval pursuant to these by-laws or the laws of the State of New York;
2. The filing of vacancies in the Board of Directors or in any committee;
3. The fixing of compensation of the Directors for serving on the Board or on any committee;
4. The amendment or repeal of the by-laws or the adoption of new by-laws;
5. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repeal able.

Section 10.04 **Alternates**

The Board may designate one or more Directors as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.

Section 10.05 **Special Committees**

The Board may create special committees by resolution adopted by a majority of the entire Board. The members shall also be permitted to create special committees by approval of the Board of Directors. The members of such special committee shall be appointed by the Chairman, with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees under these by-laws.

Section 10.06 **Disbanding**

Each *ad hoc* or special committee of the Board or the Corporation's membership shall serve at the pleasure of the Board or of the Corporation's membership, respectively.

Section 10.07 No Relief of Director's Duty

The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty to the Corporation.

Article XI. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the consideration of presenting to OES membership the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

Article XII. Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern meetings of the Corporation's membership, its Board of Directors, and its Committees in all cases to which the rules are applicable and in which they are not inconsistent with these bylaws, New York State law, Federal law, or any special rules of order which the Corporation or Board of Directors may adopt.

Article XIII. Command Media

For other than day-to-day operations, for the purpose of the smooth running and consistent management of the Corporation, from time to time the Board of Directors may create by majority vote written command media such as, but not limited to: policies, procedures, practices, instructions, or guidelines. For day-to-day operations, the Captain may create command media. Members are obliged to comply with command media. These bylaws take precedent over command media. Command media may not conflict with or abrogate these bylaws.

Section 13.01 Operating Guidelines

If established, the Corporation Standard Operating Guidelines shall instruct routine activities of the Corporation members in performance of their duties. These guidelines establish instructions not provided by or governed by documented law, rule, regulation, protocol, process, or procedure of New York State, Tioga County, the Town or Village of Owego, or another certifying authority. The Corporation's Standard Operating Guidelines may also narrow, clarify, or further restrict a control mechanism of a higher or certifying authority

(a) Form of a standard operating guideline

Each Standard Operating Guideline (SOG) shall be written. Each shall contain:

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1. A unique title
2. Its history of effective dates
3. Its purpose and expected result
4. The circumstances under which it applies
5. A list of required skills, equipment, tools, and expendables
6. A description of the protocol, process, or procedure.

(b) Adoption, Amendment, and Revocation

Adoption, amendment or revocation, of a Standard Operating Guideline may be proposed by any active member by written communication to the Board. Such a proposal must be submitted in written form. After sufficient research and deliberation, presentation and opportunity for comment at a duly held membership meeting, the membership may vote to adopt, amend, or revoke an SOG. The OES Board will forward the membership decision to the Village Board for final approval.

Article XIV. **Corporation's Ethics Guidelines**

The membership of the Corporation shall comply with the following guidelines relating to ethical conduct.

No member of the Corporation should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties as a Corporation member. Members should exercise their duties and responsibilities as Corporation members in the public interest of the inhabitants of the State or municipality(s) served. The principles which should guide the conduct of Corporation members include, but are not limited to, the following:

1. A Corporation member shall endeavor to pursue a course which shall not raise suspicion among the public that he is likely to be engaged in acts that are in violation of his trust as a Corporation member;
2. A Corporation member shall not permit his employment to impair his independent judgment in the exercise of his duties as a Corporation member;
3. A Corporation member shall not disclose confidential information acquired in the course of his duties as a Corporation member, nor use such information to further his own personal interests;
4. A Corporation member shall not use or attempt to use his position as a Corporation member to secure unwarranted privileges or exemptions for himself or others;

5. A Corporation member shall not engage in any transaction as a representative or agent of a local governmental body or with any business entity in which he has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his duties as a Corporation member;
6. A Corporation member shall refrain from making personal investments in enterprises in which he may directly benefit from decisions made by the Corporation or which shall otherwise create a substantial conflict of interest, except as permitted by law after proper disclosures made.

Article XV. Harassment or Violence Prohibited

Section 15.01 By Members

Harassment of any kind is not productive and will not be tolerated by the Corporation. Any individual, bound by these bylaws, who is subjected to:

1. Physical violence;
2. Threat of physical violence;
3. Verbally abusive language relating to gender, race, religion, age, or sexual orientation; or
4. Sexually oriented physical touching or suggestive language;

is encouraged to report such action immediately to the Chairman. In the event that the allegation involves the Chairman, the report is to be made to a Vice Chairman. Any individual bound by these bylaws who is aware of such verbally or physically abusive actions should report such activity immediately.

The Officer to whom such a report is given is obligated in a timely manner to cause an impartial investigation and bring to the Board the allegation and facts regarding the allegation for the Board's deliberation and disposition.

Upon arrest for harassment, assault or battery, sexual misconduct, violation of an order of protection, or a violent crime a member shall be automatically suspended. Upon dismissal or acquittal of said charges the member shall be reinstated with no further action taken. Upon conviction of said charges reinstatement or dismissal shall be determined by act of the Board.

Section 15.02 By Employees

The general instructions of this article will be reflected in the employee handbook promulgated by the Corporation to cover its employees, if any, as appropriate. However, nothing in this article will bind the employees of the Corporation, who will instead be bound by the employee handbook.

Article XVI. **Sharing in Corporation's Earnings Prohibited**

No member, director, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. The Corporation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, assets shall be distributed for one or more entities organized for purposes similar to the Corporation's.

Article XVII. **Conflict of Interests**

Any duality of interest or possible conflict of interests on the part of any member of the Board of Directors shall be disclosed to the other directors and made a matter of record through an annual procedure and also when the interest becomes a matter of Board or Corporation action. Except as permitted by law, any director having a duality of interest or possible conflict of interests on any matter shall not vote or use his personal influence on the matter but shall be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. The foregoing requirements shall not be construed as preventing the director from briefly stating his position in the matter, nor from answering questions of other directors since his knowledge may be of great assistance.

Any new member of the Board of Directors or Corporation will be advised of this article upon entering on the duties of his office.

Article XVIII. **Indemnification**

In order to recruit and retain qualified and sagacious personnel:

1. The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director, officer, voting or non-voting member or employee of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he, his testator or intestate, was a director, officer,

voting or associate member or employee of the Corporation, or served such other Corporation, or corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director, officer, voting or associate member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of Corporation for any other Corporation, or corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

2. The Corporation shall also indemnify any person made, or threatened to be made, a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a director, officer, voting or associate member or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, voting or associate member or employee of any other Corporation, corporation, agency or state corporation of any type or kind, domestic or foreign, or of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director, officer, voting or associate member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of the Corporation for any other Corporation, corporation, state or regional corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction determines upon application that in view of all the circumstances of the case the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.
3. The foregoing right of indemnification shall not be exclusive of other rights to which the director, officer, voting or associate member or employee may be entitled.

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

Article XIX. Insurance

In addition to insurance for indemnification as described in Article XVIII Indemnification the Corporation by act of the Board may purchase insurance policies for the protection of the Corporation or as required by law. Such policies include, but are not limited to, liability, personnel theft, and replacement of owned items. Officer positions which have signature authority on checks or otherwise manage large amounts of money shall be insured for appropriate amounts.

Article XX. Investments

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

Article XXI. Suspension or Waiver of Bylaws Prohibited

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

Article XXII. Interpretation of Bylaws

Subject to appeal to the Board at a duly called meeting, and subsequently to the active full members at a duly called meeting, the Chairman shall interpret the meaning of or resolve conflicts with these bylaws.

Article XXIII. **Amendments**

All proposals for bylaw amendments must be submitted in writing to the Board who shall present the amendment to the membership in a timely manner. Adoption requires approval by two-thirds (2/3) of the active members of the Corporation voting at a duly called meeting. Each voting member of the Corporation, shall have no less than twenty-eight (28) days' notice of the amendment after the Board of Directors distributes such amendment, to consider and vote on such amendment.