

BYLAWS
OF THE
TOWN OF OSWEGO VOLUNTEER
FIRE DEPARTMENT, INC.

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ARTICLE I

GENERAL PROVISIONS

1. Name. This Corporation shall be known as the Town of Oswego Volunteer Fire Department (hereinafter the “Department”). The Department is incorporated as a New York State Not-for-Profit Corporation and was incorporated on September 24, 1981.
2. Binding Effect. These bylaws shall be binding upon all volunteer members of the Department.
3. Restriction on Application. These by-laws shall not apply to any paid staff, if any and shall only grant rights and privileges to volunteer members.
4. Offices. The principle office of the Department shall be in the County of Oswego, State of New York. The Department may also have offices in such other places as the Board of Directors may, from time to time, appoint or the purposes of the Department may require.
5. Definitions.
 - A. “Officers” shall mean “corporate officers” and “executive officers”, each being one in the same.
 - B. “Line officers” shall include the Chief, Assistant Chiefs, Captain, Lieutenants and Engineers (or other equivalents).
 - C. “Policies” shall include policies of the Department.
 - D. “Firematic” and “Operational” shall be defined as any activity for which VFBL provides coverage.
 - E. Wherever used herein and required by the context, the use of a gender shall include all genders.
 - F. The term “entire board” or “seated board members” is the total number of board member positions, and not simply the number of board members in attendance. When “entire board” is not referenced, it shall mean those members of the board in attendance. Thus, a “majority of the Board of Directors” shall mean a majority of those directors present.
 - G. The term “voting members” and “members entitled to vote” shall include all members who may vote on that issue by reason of these bylaws and meeting any requirements.
 - H. The term “regular” meeting is the routinely scheduled “monthly” meeting.

- I. A “majority” shall mean one more than half.
- J. A “plurality” shall mean the highest number of votes received, though not necessarily a majority.
- K. A “contract” shall be a written or oral and binding agreement between the Department and any other entity or person, whether for the performance of services or disposal of or acquisition of an item or product.
- L. “Active Member” shall mean an individual that is subject to call for a firematic/operational assignment and attends all of those activities as specified in these Bylaws and/or the Department’s Requirements for such position.
- M. Acronyms:
 - “EMS” shall mean Emergency Medical Services.
 - “LOSAP” shall mean “Length of Service Award Program”.
 - “VFBL” shall mean the Volunteer Firefighters Benefit Law.

6. Voting Rules. 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 number of persons in attendance or the total number of persons entitled to vote.

ARTICLE II

Purposes

The purposes for which the Department are organized are to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and within such limits:

- 1. To recruit and retain firefighters;
- 2. To train and educate firefighters;
- 3. To provide fire, rescue and emergency services in the fire protection district and elsewhere as contracts and mutual aid requires;
- 4. To own and acquire land and to construct, erect and maintain buildings for corporate purposes;

5. To house apparatus and equipment utilized in providing fire protection and rescue services;
6. To stay abreast of issues affecting the fire service;
7. To honor the traditions of the fire Department and its members;
8. To assist and honor present and past firefighters and their families in need of such assistance;
9. To maintain the reputation and honor of the fire Department throughout the community;
10. To support fraternal organizations relating to the fire service;
11. To support issues important to the fire service;
12. To educate the community in fire prevention and life safety;
13. To assist members of the community in times of need;
14. In accordance with the above, to have and exercise all powers available to corporations organized pursuant to the Not-For-Profit Corporation Law of the State of New York.

ARTICLE III

Fiscal/Operating Year

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

ARTICLE IV

Membership and Duties of Members

1. Classes of Membership. The Department shall have three (3) classes of members, with subclasses where listed:
 - A. Active
 - (1) Full
 - (2) Probationary
 - (3) Restricted
 - (4) Ancillary Support
 - B. Retired Life
 - C. Corporate

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

A. Active Members. Active Members are those persons who are subject to call for duty by attending emergency calls of the Department and meet any additional requirements provided in these bylaws and the policies of the Department.

(1) Full Members. Full Members may attend emergencies, drills, parades, funerals, trainings and also all events sponsored by or attended by the Department. Such members shall have the authority to vote on all matters brought to the members for a vote by the directors, members or committees at the Department level so long as they meet the eligibility requirements for voting. They may vote at elections. Their rights may be limited based upon their “good standing” status. They may be eligible for election as a director, executive officer and line officer and shall be permitted to participate in committees and vote in committee proceedings. They have the right to attend all social functions of the Department. They may participate in fund raising events.

(2) Probationary Members. Probationary Members may attend emergencies, drills, funerals, parades, trainings and also all events sponsored by or attended by the Department. They may have a voice in meetings but shall not have a vote at meetings or elections. They may serve on committees. They may not hold executive or line offices or serve as a director. They have the right to attend social events. They may participate in fund raising events.

(3) Restrictive Members. Restrictive Members are those persons who are at least sixteen (16) years of age and not yet twenty-one (21) years of age. They may attend emergencies, drills, parades, funerals, trainings and also all events sponsored by or attended by the Department. They may have a voice in meetings but shall not have the authority to vote at meetings or elections as a Restrictive Member. They may serve on committees without a vote but may not chair the committee. They may not hold executive or line offices or serve as a director. They are “at-will” members who may be terminated without cause prior to turning twenty-one (21) years of age by determination of either the Restrictive Member Committee or by agreement of a majority of the Chiefs. They shall have the option to submit a letter of intent to convert to a Probationary Member upon turning eighteen (18) years of age up to the age of twenty-one (21) years.

(4) Ancillary Support Member. Ancillary Support Members may attend drills, parades, funerals, trainings and also all events sponsored by or attended by the Department. They may respond to emergencies when summoned by the chief or the chief’s designee. They may attend member meetings and may vote at any meeting as long as they have attended six (6) regular member meetings in the past twelve (12) months prior to the day of the present meeting. They may vote at elections for corporate officers and

directors but not line officers so long as they are otherwise qualified to vote. They are “at-will” members who may be terminated without cause by agreement of a majority of the Chiefs or by the Board of Directors. Applications for Ancillary Support Membership shall be approved for membership only upon recommendation of the Membership Committee to the Members entitled to vote. The Membership Committee also may reject an application. There is no probationary status for this membership category. They will be subject to any background checks as required by the Board of Directors..

- B. Retired Life Membership. Retired life Members are formerly Active-Full Members who obtained Life Status. There shall be no residency requirement. They may attend member meetings and may vote at any meeting as long as they have attended six (6) regular member meetings in the past twelve (12) months prior to the day of the present meeting. They may vote at elections for corporate officers and directors but not line officers so long as they are otherwise qualified to vote. They may serve as executive officers so long as they meet the voting requirements above. They may not participate in any emergency activities, hands on trainings or drills. They have the right to participate in social activities of the Department. They may be removed for cause just like any other Active Member.
 - C. Corporate Membership. Corporate Members are members of the community who are not interested in performing operational functions but wish to assist the Department in non-operational matters. They may attend member meetings and may vote at any meeting as long as they have attended six (6) regular member meetings in the past twelve (12) months prior to the day of the present meeting. They may vote at elections for corporate officers and directors but not line officers so long as they are otherwise qualified to vote. They are at will members and may be terminated without cause by the Board of Directors. Applications for Corporate Membership shall be approved for membership only upon recommendation of the Membership Committee to the Members entitled to vote. The Membership Committee also may reject an application. There is no probationary status for this membership category. They will be subject to any background checks as required by the Board of Directors.
3. Requirements of Active Membership. Active membership is not automatic. There is nothing that requires the acceptance of any applicant, but no applicant shall be rejected due to gender, race, sexual preference, ethnicity, religion or sexual orientation/identification. 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 or policies of the Department.
 4. Residence Requirement. In order to apply for Active Membership, an applicant must reside in a territory required for membership prior to submitting an application. No more than forty-five (45%) percent of the Active Members may reside in territories 4(C) & 4(D) combined. Applicants for Active Membership must meet one of the following requirements to be eligible for membership:

- A. A resident of the Town of Oswego Fire District (residence shall be defined as a person's domicile);
 - B. A resident of an area outside such Fire Protection District in which the Department provides fire protection pursuant to a contract for cash consideration or for which negotiations for renewal of such a contract for cash consideration are pending; or
 - C. By reason of the location of the applicant's usual occupation, the applicant is available to render active service in the area listed in paragraphs (4)(A) and (4)(B).
 - D. A resident in the vicinity of the Fire District or in the vicinity of territory in which the Department provides fire protection pursuant to contract for cash consideration (Vicinity shall be defined as residing within the Town of Oswego but also no more than one and one half road miles from any border of the Town of Oswego Fire District).
5. Residency for Present Members. The Membership of any presently Active-Full Member may continue if the member no longer resides in a territory required of new members, so long as the member resides within one and one half road miles from any border of the Town of Oswego Fire District. The approval of the Fire Department and the Board of Fire Commissioners shall be required to continue the membership of such individual.
6. Residency Requirements for other classes. There shall be no residency requirements for any other class of membership other than Active Membership.
7. Physical and Mental Fitness Requirements. Applicants for Active Membership must be able to meet those physical and mental requirements as outlined in the Department's policies and members must continue to meet such requirements as are contained in the Department's policies for their operational position.
8. Procedure for Membership.
- A. All applications for Membership in the Department must be submitted on a form provided by the Department and signed by the applicant. Persons less than eighteen (18) years of age shall have the written consent of a parent or guardian.
 - B. Applications shall be turned over to the Membership Committee. The Membership Committee shall ensure that the application is complete and if complete, shall interview the applicant. Incomplete applications shall be returned to the applicant for completion and need no further action. The Membership Committee shall advise the Secretary of the

Department that the application is complete, and the Secretary shall file a record of the application.

- C. The Membership Committee shall be comprised of at least five and no more than seven members, with a meeting quorum being a majority of the seated members, shall be appointed by the President at the beginning of the calendar year for a full term, and shall include the following individuals:
 - (1) The President or his designee (which may be an Active or Corporate Members)
 - (2) Up to six additional Active Members appointed by the President
- D. The Secretary may announce the application to the membership before or after the interview. No vote of the membership is held at this time.
- E. The Membership Committee must either deny the application or may recommend to the line officers that they approve the application. In the latter event, the Line Officers must either approve or reject the application and then return the application to the Membership Committee.
- F. The acceptance shall be contingent upon the successful return of all background checks and verifications as well as a completed physical and presentation of a valid license.
- G. The Corporate Secretary shall submit the name and qualifications of any approved Active-Probationary, Active-Restrictive Member or Ancillary Support Member to the Secretary of the Fire District for approval by the Board of Fire Commissioners before membership shall be finally granted. However, should the Board of Fire Commissioners fail to act upon such application, either by approving or disapproving the application of the prospective member such membership shall be deemed approved: either after forty (40) days after service of written notice by the Department of such election shall have been made by the secretary of the Department upon the Secretary of the Fire District, either personally or by mail, with regard to those prospective members meeting the residency requirements of 4(A) or 4(B), or after seventy (70) days for persons meeting the residency requirement of 4(C) or 4(D).
- H. No person shall exercise any privileges of Active Membership until the Board of Fire Commissioners approves or fails to act upon the request for membership as above. Active-Probationary status shall begin upon grant of approval by the Board of Fire Commissioners or upon expiration of the Board of Fire Commissioners' time to act.
- I. Once an individual has been approved by the Board of Fire Commissioners, they shall be provided an updated copy of the bylaws and shall sign for the same.

9. Probationary Period. Except as otherwise stated in these bylaws, all new Active-Probationary Members other than Restrictive Members shall serve at least six (6) months and no more than twelve (12) months.
- A. The policies may outline the requirements for courses, drills, and other requirements to be completed before a member may be released from the Probationary Period.
 - B. The Membership Committee may extend the term of the Probation from six months for an additional time up to the twelve (12) month maximum time limit.
 - C. At any point during the Probationary Period, the line officers and/or the Membership Committee, by two-thirds (2/3) vote of the seated number of the members of either committee, may terminate the member without cause and without further due process.
 - D. At the end of the first six month period, if the member has not been terminated or otherwise recommended for Full Membership, the Probationary Period shall be extended for an additional three (3) months.
 - E. At the end of this next three month period, if the member has not been terminated or otherwise recommended for Full Membership, the Probationary Period shall be extended for an additional three (3) months but no more than a total of twelve (12) months.
 - F. At the end of the regularly scheduled Probationary Period, if the Probationary Member has not yet been recommended for Full Membership, the Membership Committee and the Line Officers may jointly provide a recommendation to the Full Members on whether or not to accept the Probationary Member as a Full Member or may state “No recommendation”.
 - G. In order for the vote to be held, a Probationary Member must be advised to appear at the next regular meeting with all of his equipment and property of the Department or arrange to have the property at the Department if he is unable to be present. Should the person not appear with his equipment and property, the vote shall not be held and the individual shall no longer be permitted to respond to emergencies or participate in any Department activity. The following month, the member shall again appear with his equipment and property in order for the vote to be held. Should the member again fail to appear with all of his equipment and property, the member shall be dismissed without a vote and shall no longer hold any membership in the Department.
 - H. The vote of the Full Members shall be held by secret ballot and shall not require a cause for their vote or discussion at the meeting. Ballots shall be sealed and not be destroyed for four months. The resolution shall be to “Accept the Member as a Full Member”. An

individual must receive a majority of the votes cast at that meeting in order to be accepted as a Full Member and upon failing to do so, shall no longer have any rights or privileges of membership.

10. Conversion from Restrictive to Probationary Member. They shall have the option to submit a letter of intent to convert to a Probationary Member upon turning eighteen (18) years of age up to the age of twenty-one (21) years and must complete a term of Probation as any other member, except that any individual that served as a Restrictive Member for at least twelve (12) months may be released after only three (3) months upon recommendation of either the Line Officers and Restrictive Committee.
11. Reapplication. Persons denied Active-Probationary or Full Membership may not apply to the Department for twelve (12) months from the date of rejection of Probationary Membership or denial of Full Membership.
12. Transfers from other emergency service entities. Persons transferring from other fire departments or EMS agencies shall complete the same requirements as any other Active Member, including the probationary period. The Membership Committee may require an applicant to submit a letter in good standing from the highest-ranking official of the organization(s) (i.e. Fire Department, EMS) from which the applicant is transferring.
13. Dual Membership. A person shall not be eligible for Active Membership if the individual is an active member in any other fire department or fire company. Members may be non-active members of another fire department/Department. Any person accepted as an active member of another fire department shall automatically be expelled as an active member of this Department without need for due process. This shall not prevent persons from serving as a continuously responding member pursuant to General Municipal Law 209-i.
14. Prior Members. Prior Active Members of the Department who were not expelled for cause and did not resign while in bad standing may be eligible for reinstatement, in accordance with the procedures for any new applicant. Upon the applicant being accepted, the individual shall complete the same probationary period as any other applicant, except that persons who return to Active Membership within twelve (12) months of terminating membership need not complete a probationary period. Any person who was expelled for cause (other than a change in residency or terminated for failure to meet membership requirements) may not apply for twelve (12) months from the date of termination. A prior member who resigns as a member to avoid investigation of charges or to avoid a hearing or the imposition of charges shall not be permitted to apply for thirty-six (36) months from the date of resignation.
15. Arson and felonies. A person who has been convicted of or pleas to arson in any degree or attempted arson in any degree shall not be entitled to apply for or maintain membership. The

crimes listed below have been evaluated to determine whether they comport with firefighting and emergency medical services and the Department has determined as follows:

- A. A person who has been convicted of or pleas to any felony shall not be entitled to apply for membership for five (5) years from the date of the conviction or plea. After that time, the Membership Committee shall evaluate various circumstances consistent with federal and state law.
- B. A person who has been convicted of or pleads to a misdemeanor involving assault or larceny shall not be entitled to apply for membership until the passage of twenty-four (24) months from the date of the conviction or plea or from the end of probation, whichever is later. After that time, the Membership Committee shall evaluate various circumstances consistent with federal and state law.

Additionally:

- A. A person convicted or pleas to any crime of any level involving sexually related activity listed in Article 130 of the Penal Law shall be prohibited from applying for five (5) years from the date of plea or conviction. After that time, the Membership Committee shall evaluate various circumstances consistent with federal and state law.
- B. A member of the Department who is convicted or pleas to any crime automatically may be dropped from the rolls without due process upon a vote of a majority of the Full Members in attendance at a regular meeting.
- D. Any member of the Department who is convicted of or who pleads to arson or attempted arson in any degree automatically shall be terminated and shall not be permitted to reapply.

16. Other Requirements of Membership. Additional duties, prohibitions and requirements of membership may be set forth in the policies of the Department.

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

18. Life Membership.

- A. Life Membership automatically shall be bestowed upon those Full Members who have served as an Active or Corporate Member (or any combination thereof) in this Department, including Probationary time, for at least twenty (20) total years in good standing as an

Active Member, including time on Probation and time as a Restricted Member and including time on leave. Persons who were suspended will not lose time on suspension for up to one year of total suspension time.

B. Active Members of this Department who were injured or became sick in the line of duty with this Department, such that they can no longer serve as an Active Member of this Department may be eligible for Retired life Membership, subject to receiving a two - thirds (2/3) vote of those members present at a regular meeting of the members.

C. Active-Full Members who retire shall retain Retired Life Membership.

(1) Persons who desire to convert from Retired life to Active Full Status must receive the approval of the Fire Commissioners but need not receive approval of the Membership or any committee. The policies may impose requirements upon Life Members in order to maintain Active Full Membership. There shall be no probation.

(2) Active Life and Retired Life Membership may be revoked for cause pursuant to these bylaws.

19. Transfers between membership classes. The Full Members must approve changes between all classes of membership, other than from Active Full to Retired Life. All background checks, physicals and other requirements shall be completed for transfers to Active Membership, just as if the member had applied anew for Active Membership.

20. Membership Cards. All persons who hold any type of membership may be issued a membership card. No type of membership card shall be transferable to another person.

21. Changing Residence. Each Active Member who resides in territories 4(A) or 4(B) above shall, prior to changing his residence to a territory in paragraphs 4(C) or 4(D), obtain the approval of the Department's Active-Full Membership and the Board of Fire Commissioners. Otherwise, without such approval and after the change in residence, the individual's membership shall automatically terminate.

22. Good Standing. Only those members which meet the "Good Standing" requirements may run for office or vote at meetings or Department elections. Good Standing shall be reviewed and determined quarterly. The requirements for an Active Member to remain in "Good Standing" are:

- (a) Respond to no less than ten (10%) percent of all dispatched calls (other than Chief investigations);
- (b) Attend three drills per quarter which would qualify for LOSAP credit;

- i. Persons in a state certified training course shall receive two hours credit (maximum) in any single month for each two hours of state certified training taken that month.
- (c) Attend one maintenance night per quarter.
 - i. Persons in a state certified training course which falls on the night of the maintenance night shall receive credit for attendance at one maintenance night during that month.

Any Active Member who fails to meet each of the requirements for one quarter shall lose their right to vote until they meet each of the requirements in the following quarter, but such rights shall not be returned until the end of that following quarter.

Any Active Member who fails to meet the Good Standing requirements for three (3) consecutive quarters shall be moved automatically to Corporate Membership. No person moved to Corporate Membership under this paragraph shall be permitted to reapply to Active Membership until the passage of six months from the date they were moved to Corporate Membership and must have attended at least 2 corporation meetings.

23. Discipline of Members. In addition to the requirements and procedures stated in these by-laws, the policies of the Department may prescribe additional reasons for the termination, removal or suspension of membership, but such policies shall not abrogate or amend these by-laws.

A. Reasons for termination.

- (1) *Failure to adhere to residency requirements.* Active Membership shall terminate when any volunteer member ceases to be a resident of such territory required for membership, except that the Department may authorize the member's continued membership where he notifies the secretary of the Department thirty (30) days prior to the actual cessation of residency:
 - i. that he plans to change his residence to a territory which is not in such territory required for membership; and
 - ii. that by reason of his residence in the vicinity of the Fire Protection District, or in an area which is provided fire protection pursuant to contract for a cash consideration by the Department, or by his usual occupation in such vicinity, he will be available to render active service as a volunteer firefighter in the Fire Protection District or a territory which the Department is paid to protect.

The voting members of the Department are required to vote on the continuation of membership in this instance, and only a simple majority of those members in attendance, presuming a quorum is present, shall be required for approval. However, the vote of the membership shall not become effective until the Board of Fire Commissioners approves, by resolution, such continuation. However, should the

Board of Fire Commissioners fail to act upon such application for continuation of membership, either by approving or disapproving the continuation of the member, such continuation shall be deemed approved: either after forty (40) days after service of written notice by the Department of such election shall have been made by the secretary of the Department upon the Secretary of the Fire District, either personally or by mail, with regard to those members meeting the requirements of Article IV, 4(A) to 4(B), or after seventy (70) days for persons meeting 4(C) or 4(D). No person may exercise privileges of active membership until the Department approves or fails to act upon the request for membership. Under no circumstances may a member move from territories listed in 4(A) or 4(B) to those listed in 4(C) or 4(D) if the total percentage of Active Members in the latter two categories meets or exceeds forty-five (45%) percent of the total number of Active Members.

Any membership so continued shall automatically terminate (no vote of membership required) when such member can no longer meet the requirements of the residency exception as stated herein.

- (2) *Failure to adhere to membership requirements.* Active Membership may be terminated for the repeated failure to meet the “Good Standing” Requirements as stated in such provision.
- 3) *Conviction or Plea to Arson, Attempted Arson or any felony or misdemeanor.* The membership of any member shall terminate immediately without a vote required if he pleads to or is convicted of arson or attempted arson in any degree, and may be terminated as provided for in these bylaws for the conviction or plea to other crimes.
- (4) *Miscellaneous reasons for discipline:*
 - (i) **Misconduct.** Misconduct shall be defined to include, but not be limited to:
 - (a) Insubordination;
 - (b) Failing or refusing to obey the rules of the Department or the Fire District;
 - (c) Failing or refusing to obey the policies of the Department or the Fire District;
 - (d) Failing to carry out the duties of office or membership;
 - (e) Acting in a manner that brings disgrace upon the Department;
 - (f) Conduct unbecoming a member of the Department which can be attributed to the individual as a member of the Department;
 - (ii) **Incompetence.** Incompetence shall include:
 - (a) A proven inability to perform the role of an officer or member;
 - (b) The physical or mental inability to perform the role of an officer or member;
 - (c) Gross negligence in the performance of his duties as a member or officer on one occasion which is not correctable through training;
 - (d) Negligence in the performance of his duties as a member or officer on more than one occasion which is not correctable through training;
 - (e) A demonstrated unwillingness to improve competence through training.

B. Termination and Suspensions up to one year.

- (1) Any person may submit a written complaint to the President, Vice-President or any Chief, accusing a member of misconduct, insubordination or incompetence. Upon receiving a written complaint or upon observing an offense, the President, Vice-President, any Chief or an Incident Commander (as a member of this Department) on a scene may suspend an individual for up to seventy-two (72) hours. This suspension may also be appealed to the Board of Directors.
- (2) Such suspension must be reported to the President and Chief collectively as soon as possible. The President and Chief, collectively, may reverse the suspension or deem it as “time served”. However, should either the Chief or President desire that more discipline be imposed, a written complaint and summary of the facts shall be provided in writing to the Board of Directors. If both the Chief and President agree that more discipline should be imposed, the member shall remain suspended until the next regular or special Board meeting.
- (3) Any member may submit a written complaint to the Board of Directors. The Board shall act as the Disciplinary Committee. The President may appoint up to two Full Active Members to temporarily sit on this Committee in the event that there are fewer than two Full Active Members on the Board. The Committee, after receiving a complaint from such member, upon its own motion or after receiving a complaint from the President and/or Chief, may impose a suspension of up to two (2) months. The Board need only meet with the accused and consider the accused’s statements in order to impose a suspension of up to a total of two (2) months.
- (4) At any point after the above informal hearing or in lieu of the informal hearing, should the Board at any point believe that a suspension longer than two (2) months or a termination is necessary, it shall follow the upcoming process.
 - a. Notice and Hearing. Within three (3) days of the Committee’s determination that more severe punishment might be warranted/considered, the Department Secretary shall provide the member a letter by first class certified mail, return receipt requested, which provides all charges alleged with specific dates and a copy of the written complaint, if any. The failure of the member to accept the certified letter shall not cause the process to end and shall require no further notices to be sent. Such notice shall provide the member with at least ten (10) days’ notice of hearing. The member shall be advised that it is permitted to submit a written response and/or plea 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.

The failure of the accused member to appear shall not prevent the hearing from occurring or discipline from being imposed.

- b. Jury. A jury shall be selected to make a determination of whether any discipline should be imposed and what additional penalty shall be imposed. The jury shall be chosen by lottery by the Secretary. Five (5) persons and two (2) alternates shall be randomly chosen from among the Active-Full Members with five years' experience in this Department and from among the Retired Life Members who are currently permitted to vote. No person may serve on the Jury who is a Board Member, an accuser of the individual, a witness to the event(s) in question, or who is a parent, child, spouse, brother or sister related to the accused. The Alternates shall attend the hearing and all deliberations but shall not vote unless one or more members are absent.
- c. Determinations. All determinations of discipline must be made by a majority of the jury attending the hearing, with a quorum present.
- d. The Hearing. At a hearing, the member will be permitted to present a defense to the charges. The Jury will determine what the facts of the incident(s) are and determine the facts for each charge. The determinations on each charge shall be placed in writing and provided to the member. A hearing officer may be appointed by the President. The hearing officer shall conduct the hearing and may ask questions of any witnesses in order to assist the Jury with findings facts. The accused may also ask questions of witnesses or bring counsel to assist in doing so. The member may present proof that could serve to mitigate any punishment if he desires. The Jury may ask questions of any witnesses and the accused.
- e. The Decision. After hearing the proof and arguments and after determining the facts underlying the incident(s), the Jury shall render a written decision, by majority vote, for:
 - (1) termination;
 - (2) suspension, up to one year;
 - (3) time served upon completion of the two (2) month suspension; and/or
 - (4) education and/or counseling.

The Jury does not need to meet at that date or in front of the accused when considering a corrective action. The decision of the Jury shall be provided in writing to the accused. Any person terminated for cause other than failing to meet residency or membership requirements shall also lose any Life Membership. The jury may not reverse any discipline already imposed by the Board.

- f. Appeal of the hearing. There shall be no appeal of the hearing within the Department. The decision of the Jury shall be final and binding.

D. Suspended Member Restrictions.

Members who are suspended may not, for the entire period of the suspension, attend any Department function other than is related to the affiliated hearing or investigation. Such members may not be present on Department's property or in its vehicles. No benefits or privileges of membership may be exercised. Any violation of this rule shall permit the Board of Directors to continue the suspension for an appropriate period of time or consider it as a new charge for termination. Nothing shall prohibit a suspended member from exercising any rights available to him as a member of the public as if he were not a member but the fact that the member is suspended may be revealed to the membership. Any person suspended for any period of time may still be nominated and run for an office regardless of the suspension.

24. Restrictions from Duty. The Chief may restrict a member from attending any firematic activity in the Department for his failure to attend training, drill and/or call requirements. The length of the restriction and the activities from which the member is restricted shall be at the discretion of the Chief. This removal of operational authority shall not be considered "discipline" nor provide the member with any right of due process.
25. Resignations. A resignation of a member must be made in writing and addressed to the Secretary who will present it to the members at the same or the next regular meeting. Unless the individual is transferring to another fire department, the matter must be then tabled for not less than twenty-seven (27) days, as a "cooling off" period, wherein if the resignation has not been withdrawn by the member, it will be presented to the members for a vote. No resignation will be accepted if the member is not in good standing with the Department, or if he possesses any equipment or property of the Department. If the member has failed to remit any property owed by the end of the cooling off period, and if the members so choose, the members may vote to deem that the member resigned "in bad standing", in which case the member's file shall reflect that the member resigned in "bad standing". A member who submits a resignation without a formal date of effectiveness shall be prohibited from participating in any Department activity, including any activity covered by VFBL or LOSAP.
26. Leaves of Absence. A person on leave for more than three (3) months shall vacate such office. Time on leave shall not be counted as time in membership for any purpose, except for military leave, for which time shall be credited as a member but not for officer requirements. Persons on Probation must continue and make up the missed time upon returning. The policies may impose additional requirements upon persons returning from leaves of absence or persons who are on leave.

A. Personal Leave. Requests for Personal Leave by Corporate Members are made to the

President and by Active Members are made to the Chief. Leave may be granted in six month intervals with one six month extension for a maximum of twelve (12) months in a three (3) year period. Members on Personal Leave shall not attend any meeting, function or emergency of the Department and may not vote. Such members must surrender any offices for the remainder of the term for any if the leave will be more than two (2) full months.

B. Medical Leave. Requests for Medical Leave by Corporate Members are made to the President and by Active Members are made to the Chief. Leave may be granted up to six (6) months of leave at a time, with a maximum continuous time of twenty-four (24) months and a total of twenty-four (24) months in any four (4) year period. Any member on leave for a medical reason shall not return unless a physician has confirmed in writing that the member is physically and emotionally fit for active service and compliant with the Physical Policy. Persons on medical leave may still hold executive office and may still vote at Department meetings, attend social events and serve on the Board but may not participate in emergencies or hands on drills. Persons on medical leave may attend classroom trainings with permission of the Chief. They may participate in fundraising events.

C. Military Leave. Military leaves shall have a maximum duration of four (4) years (per enlistment) and the leave shall be counted towards a member's time with active service in the Department, except for qualifications for Executive or line officer status. Members on military leave shall return to active duty with the Department no later than three (3) months after returning from military service.

D, Educational Leave. Active and Corporate Members enrolled in a formal educational institution and actively attending classes or participating in such program may be granted leave on a semester by semester basis. Requests for Educational Leave by Corporate Members are made to the President and by Active Members are made to the Chief. Such persons on educational leave shall not exercise any privileges of membership other than attending social events. Such member shall not return to duty except with the express permission of the Chief and the Chief may impose any requirements based on what was missed during their absence.

27. Voting on affairs of Department by members permitted to vote. All votes requiring a vote of the members shall require a quorum of those members entitled to vote to be in attendance and shall then be approved or rejected by a simple majority of those in attendance who are permitted to vote on the matter. Unless otherwise stated in these bylaws, at regular, special and annual member meetings whenever a vote of the members is to be taken, a quorum shall consist of the presence at the vote on any issue of at least thirty-five (35%) of the combined number of Full Active and Corporate members entitled to vote at that meeting. In order for any vote to be approved, a majority of those voting shall be required. Abstentions shall not

count as votes or “no” votes. The President shall not vote on any matter at a member meeting except in the event of a tie. The President may vote at a hearing, in an election and for any vote for which a secret ballot is utilized. Secret election ballots shall be sealed and held for four (4) months. A tie is defeated in any vote in which the President cast an original vote.

28. Annual Meeting. The annual meeting of the Department shall be held on the first Thursday in December at 1930 hours.
29. Notice of Annual Meeting and Elections. Notice of the time, place and purpose or purposes of the annual meeting shall be served either personally or by mail not less than ten (10) days nor more than (50) fifty days before the meeting upon each person who appears on the books of the Department as a Director or Member thereof, and, if mailed, such notice shall be directed to the Director and Member at his/her address as it appears on the books of the Department unless he/she shall have filed with the secretary of the Department a written request that the notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request. Members and directors may submit a written waiver of the notice of the meeting. One waiver may be provided for an entire calendar year.
30. Regular Meetings. The regular meetings of the Department shall be held on the first Thursday of every month at 1930. In the event that the meeting falls on a federally recognized holiday for which the US Post Office would be closed, the President may move the meeting to another date and time.
31. Notice of Regular Meetings. Written notice of all meetings shall be provided to every member entitled to vote at such meeting. Monthly calendars shall constitute written notice. 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 personally or by first class mail, no less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice may be given by any other class of mail, but in such case shall not be given less than thirty (30) nor more than sixty (60) days before such date. Notice shall be deemed given when mailed, when the notice is placed in the mailbox with prepaid postage thereon. Members may waive written notice of meetings up to one year in advance by providing a written notice doing so. A person’s attendance at a meeting without objection on the record in the minutes shall also serve as a waiver of notice to that meeting.
32. Special Meetings. Special meetings of the Department may be called at any time by a majority of the seated members of the Board, the President or by enough members of the body entitled to cast ten percent of the total number of votes entitled to be cast at such meeting. Those members, however, must demand such meeting in writing and specify therein the date and month of the meeting, such month being not less than two nor more than three months from

the date of such written demand. The demand must also include the topic(s) to be discussed and/or voted upon at that meeting. No issue unrelated to that included in the demand shall be raised at the special meeting. The demand shall be presented to the Secretary of the Department. The Secretary shall then promptly give notice of such meeting to the members in writing. Should the Secretary fail to give such notice within five (5) business 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.

33. Email Notice. For purposes of any notice of any annual, regular or special meeting or election, should a member provide an email address to the Department Secretary for the purpose of receiving notice, notices may be sent by email. Should the email be rejected twice, notice shall be provided by regular mail, until such time as a new valid email address is provided.
34. Proxy Voting. Proxy voting shall not be permitted for membership meetings.
35. Dues of Active Members. There shall be no dues of members. However, any Active, Corporate or Retired Life member who is entitled to vote at a meeting or election who refuses to accept service of notice of meeting via electronic mail shall have dues of twenty-four (\$24) dollars per year in order to cover the cost of mailings.
36. Honorary Status. The Membership by majority vote may bestow and remove (without cause) the title of “Honorary Member” upon any deserving individual, whether alive or posthumously. Such title shall not entitle the individual to any rights, privileges or obligations under these bylaws or from any other document of the Department.
37. Order of Business. The order of business at meetings shall be as follows:
 - A. Pledge of Allegiance & Moment of Silence
 - B. Approval of minutes of previous meeting
 - C. Treasurer’s Report
 - D. Roll Call
 - E. Communications
 - F. Report of Committees
 - G. Membership report
 - H. Unfinished Business
 - I. New Business
 - J. Chief’s report
 - K. Anything to be offered for the good of the Department
 - L. Adjournment

ARTICLE V

Directors

1. Management.

Management of the affairs of the Department shall be vested primarily in the Membership, except as otherwise stated in these bylaws and as follows:

- A. The Membership shall adopt, revise and remove all policies;
- B. The Board shall supervise all employees or contractors;
- C. The Board of Directors must consent to the terms of any contract and may designate any person to sign the agreement subject to the approval of the membership on the question of price;
- D. The Board controls the corporate personal property and shall issue and secure the same in its discretion;
- E. The Board shall control the corporate records;
- F. The Board shall be in charge of hiring and firing employees and contractors and approves who to hire, subject to the approval of the members entitled to vote on the question of price;
- G. The Board shall also file a report by the fifteenth (15th) day of January of each year with the Oswego County Clerk's Office which provides:
 - (3) the names of the directors and Executive and line officers of the Department;
 - (4) a list of the inventory of the Department's property;
 - (5) a statement of the Department's financial liabilities; and
 - (6) a statement that the Department has not engaged, directly or indirectly, in any business other than that set forth in the Certificate of Incorporation.

2. Make-up of the Board, Terms. The Board of Directors shall consist of no fewer than three (3) members and up to five (5) directors. The President shall serve as the Chair. Directors shall serve for one (1) year terms with one Director elected for a full term every year. There shall be no limit on the number of terms they may hold. The President shall serve as the Chair. The members of the Board shall consist of the following:

- A. President
- B. Vice-President
- C. Corporate Secretary
- D. Treasurer
- E. Assistant Secretary

3. Regular Meetings. Regular meetings of the Board shall be held on the first Thursday of the month before the Membership Meeting. The President may change any meeting for convenience of the Board.
4. Acceptance of Email Notice. At the beginning of each term of a director, the director may provide the secretary with a letter stating whether notice via email is acceptable, and if so, with one or more acceptable email addresses. The email shall then be acceptable forms of receiving any notices.
5. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called on the written demand of any member of the Board of Directors. Should the President deem the issue necessary to address an emergency situation, only twelve (12) hours' notice of the place and time of the meeting shall be necessary prior to the meeting, and notice may be given in person or by phone with the person actually reached or a voice-mail left and an email. Notice of non-emergency special meetings of the directors shall be given to each director no less than forty-eight (48) hour prior to the meeting in person or by phone, including text, with the person actually contacted and/or acknowledging receipt. Special meetings shall be limited to the purpose of the meeting announced and no other purpose.
6. Quorum and Vote. At all meetings of the Board of Directors, at least three (3) Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Except as otherwise increased in these bylaws, at least three (3) votes in favor shall be required to approve any motion.
7. Waiver of Notice. The notice of the meeting provided for herein may be waived by a written waiver signed by all the directors. The meeting of the directors may then proceed without said notice and without lapse of the notice period.
8. Tele-conference. One or more members of the Board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar device allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting. The right to participate by teleconference is subject to the discretion of the President on a case by case basis, based upon whether the excuse of the individual to attend is reasonable.
9. Adjournments. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting of the board to another time and place. In such event, notice shall be given to the Directors who were not present at the time of the adjournment, and, unless such time and place are announced at the meeting, to the other Directors.

10. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.
11. Place of Meetings. Regular and annual meetings of the Board may be held at any place within the County of Oswego. Special meetings of the Board may be held at any place within or without the State of New York. Unless otherwise stated in these by-laws, the time and place for holding annual, regular or special meetings of the Board shall be fixed by the Chair.
12. Compensation and Expense Reimbursement. Directors, as such, shall not receive any salary for their services as directors but by resolution of the Board of Directors may be reimbursed for their expenses of performing their duties; provided that nothing herein contained shall be construed to preclude any director from serving the Department in any other capacity and receiving compensation therefore.
13. Annual Report of the Board of Directors. The Board shall present a regular meeting of members a report, verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or by a firm of such accountants selected by the Board, showing in appropriate detail the following:
 - A. The assets and liabilities, including the trust funds, of the Department as of the end of a twelve (12) month fiscal period terminating not more than six months prior to said meeting.
 - B. The principal changes in assets and liabilities, including trust funds, during the said fiscal period.
 - C. The revenue or receipts of the Department, both unrestricted and restricted to particular purposes during said fiscal period.
 - D. The expenses or disbursements of the Department, for both general and restricted purposes, during said fiscal period.
 - E. The number of members of the Department as of the date of the report, together with a statement of increase or decrease in such number during the said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

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

ARTICLE VI

Executive Officers and Administrators

1. Number. The Executive Officers of this Department shall consist of a President, Vice-President, Secretary, Assistant Secretary, and Treasurer.
2. Election, Term of Office and Qualifications of Officers. There shall be no term limits for the executive officers. The term of each office shall be one year. No individual serving as an elected line officer may serve as a director or executive officer. No person may simultaneously hold the offices of President and Secretary.
3. Removal of the Treasurer. The Board of Directors may remove the Treasurer from office (not membership) by vote of three members of the Board. Such removal may be without cause and without due process.
4. Administrators. The following positions should be appointed each year:
 - A. Chaplain. The President may appoint a Chaplain who shall conduct such activities as may be appropriate for the position for the betterment of the Department.
 - B. Historian. The President may appoint a historian who shall collect and compile the history and historical artifacts of the Department.
5. President. The President shall be the chief executive officer of the Department and shall have and exercise general charge and supervision of the non-operational affairs of the Department. The President shall preside at all meetings of the members and the Board and shall perform such other duties as may be assigned by the Board of Directors or the membership. The President shall sign all documents in the name of the Department when authorized to do so by the Board of Directors or members. The President, together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, shall have authority to sign checks. The President shall perform all other duties incidental to his office but in no event may interfere with the proper duties of the Chief. In order to be nominated as President, the individual must remain and have served as an Active-Full Member and/or Corporate Member of this Department for a minimum of five (5) consecutive years as of the time of Election (including probationary time).
6. Vice-President. The Vice-President shall, in the absence of the President, exercise all the functions of the President. In order to be nominated as Vice-President, the individual must remain and have served as an Active-Full and/or Corporate Member of this Department for a minimum of three (3) consecutive years (including probationary time).
7. Secretary. The Secretary shall keep a record of all meetings of the Department and of the Board of Directors and shall attend to the mailing, posting and publication of all notices of

such meetings. He shall be the custodian of all books and papers (but not financial records) belonging to the Department. He shall ensure that an approved copy of the minutes of each meeting is maintained in the corporate offices for inspection and that a draft copy of the minutes is emailed to each member no less than fifteen (15) days prior to the next meeting. The Secretary shall have charge of the seal of the Department and of such books, records and other papers as the Board of Directors may direct. The Secretary, when so authorized or ordered by the Board of Directors, may affix the seal of the Department, execute contracts, agreements or other documents on behalf of the Department and perform such other duties as may be assigned to him by the Board of Directors. In the absence of any contrary direction, the Secretary shall conduct all correspondence on behalf of the Board of Directors and Department. He shall maintain a written record of each member, regardless of status, including name, age, date of joining, and all non-operational information related to his service as a member. He shall provide the Board of Directors with the names of those persons qualifying for Life Membership. In order to be nominated as Secretary, the individual must remain and have served as an Active-Full Member and/or Corporate Member of this Department for a minimum of two (2) years (including probationary time).

8. Assistant Secretary. The Assistant Secretary shall act in the absence of the Secretary and may assist the Secretary upon request of the Secretary.

9. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Department. The Treasurer may sign all receipts for funds received. He shall and shall promptly deposit the same in the name of the Department in such depository as may be designated by the Board of Directors. He shall report to the Board of Directors on finances paid and deposited. The Treasurer shall make no investments of monies without the express approval of the Board and shall disburse no funds except upon order of the President or Chief, or pursuant to policy and then with proper signatures and authorization. The Treasurer is required to give or qualify for bond for the faithful performance of his duties, in such sum and with such securities as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Department for collection, notes, checks and other obligations and shall deposit the same to the credit of the Department at such bank or depository as the Board of Directors may designate. He may sign all checks of the Department and all bills of exchange and promissory notes issued by the Department, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these by-laws to some other officer or agent of the Department. The Treasurer shall enter regularly on the books of the Department to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on behalf of the Department and shall exhibit such books at all reasonable times to any member on application at the offices of the Department. He shall provide complete financial reports to the Board of Directors and the Membership no less than quarterly and shall provide a detailed and reconciled report of the Department's financial activities for the prior financial year. He shall

ensure that the Form 990 is timely filed with the IRS. No person may serve as treasurer if they have been convicted of or pled to any crime involving theft, burglary, larceny or fraud. In order to serve as Treasurer, the individual must have served and remain an Active-Full or Corporate Member for at least two (2) consecutive years.

10. Expenses. Reasonable expenses, including travel expenses, as determined by the Board of Directors, may be paid to any officer incurring such expenses in the performance of his or her official duties on behalf of the Department.
11. Salaries. All officers may be reimbursed for reasonable expenses as properly incurred upon approval by the Membership.
12. Resignations. Any officer may resign by supplying a resignation in writing to the Secretary, and the Secretary resigns by submitting a resignation to the Department. Resignations of Executive officers from office shall be effective immediately upon receipt of such resignation by President or Secretary.
13. Expulsion of Officers. Officers, other than the Treasurer, may be removed by the Full Members. The Full Members must approve any motion to remove an officer. No cause shall be required. Removal shall be by three-quarters (3/4) vote of members entitled to vote who are present.

ARTICLE VII

Chiefs and Line Officers

1. Line Officers. There shall be the following line officers listed from highest order of rank to lowest.

LINE OFFICERS - ELECTED

- A. Chief
- B. 1st Assistant Chief
- C. 2nd Assistant Chief
- D. Captain
- E. 1st Lieutenant
- F. 2nd Lieutenant
- G. 3rd Lieutenant
- H. 4th Lieutenant
- I. 5th Lieutenant
- J. Engineer
- K. Assistant Engineer

LINE OFFICERS – APPOINTED

- A. Fire Police Captain, appointed by the Chief
 - B. EMS Coordinator, appointed by the Chief
 - C. Continuing Medical Education Coordinator, appointed by the Chief
 - D. Supply Officer, appointed by the Chief
 - E. Health & Safety Officer, appointed by appointment of a majority of the Chiefs
2. Term of Office. Officers shall serve for the term of one year and until their successor is elected and qualified. Terms of officers may continue beyond the year if the position has not been filled yet by another individual and the person in the position did not elevate to a higher office. Should the Board of Fire Commissioners not approve one of the nominees for a chief's position, the position shall be filled by the Department through elections held in the same manner as the original elections.
 3. Vacancies. Vacancies which occur prior to October 1 in any elected line offices are filled by the Department through elections held in the same manner as the original elections, with the exceptions of the dates of such elections and that nominations and elections shall be held at the same meeting. Vacancies which occur due to an individual moving to another position may be filled by nomination and election at the same meeting. Vacancies which occur on or after October 1 in any elected line office are filled by the President for the remainder of the term and the President need not do so at a meeting.

4. Chief. The Chief shall have exclusive control of the members of the Fire Department and Department at all fires, emergencies, inspections, reviews and other occasions when the Department is on duty or parade; he shall also have supervision of the fire apparatus and of the equipment and other property used for the prevention or extinguishment of fire and of all line officers and firematic employees of the Department. He shall see that the rules and regulations of the Board of Fire Commissioners and Fire Department are observed and that the orders of the Board of Fire Commissioners and Fire Department are duly executed. He shall, whenever required by the Board of Fire Commissioners, report to Board the condition of the property of said Department and such other information as may be required of him. He shall hold the members, line officers and firematic employees of the Fire Department strictly to account for neglect of duty and may suspend them for improper conduct, subject to any further requirements of these bylaws. In case of the disability or absence of the Chief, the Assistants, and in the case of the disability or absence of both the Chief and Assistants, the other lines, in numerical order, shall perform the duties and exercise the powers of the Chief. When the Fire Department or any unit, company or squad thereof is on duty, no member of the Board of Commissioners shall interfere with the duties of the Chief or other line officers. The Chief shall be responsible for the proper maintenance of the apparatus and appliances of the Department and shall see to it that the same are in good condition and ready to service at all times. The Chief may issue all certificates and insignia pertaining to identification lights, badges or emblems together with the right and authority of the Board of Fire Commissioners to revoke the same. Applications of those who did not complete the application process or who were not elected to membership shall be maintained for four (4) years and then destroyed by the Secretary. In order to be nominated as the Chief, a candidate must meet those requirements as set forth in the Policies.
5. Assistant Chiefs. The duties of the Assistant Chiefs shall be, in numerical order, to assist the Chief and to take over the duties of the Chief during any absence. In order to be nominated for these positions, a candidate must meet those requirements as set forth in the Policies.
6. Line Officers. The remaining Line Officers shall be as assigned by the Chief.
7. Officer Requirements. The requirements for all line officers shall be contained in the policies of the Department and/or District.
8. Suspension or Dismissal. The majority of the Chiefs may vote to remove any Assistant Chief and line officer from office (though not membership) without cause. A majority of the seated line officers shall be required to remove the Chief.

ARTICLE VIII

Election Procedures

1. General applicability. All elections shall be conducted under this article. Special elections to fill vacancies shall be held in this manner, but the dates shall be changed as necessary. Qualifications shall not be waived for persons seeking a vacant office.
2. Election Date. All elections for executive and chief/line officers shall be the First Thursday of December.
3. Qualifications.
 - A. Any person interested in running for any line office must submit a letter of intent to the Chief no later than the regularly scheduled Line Officers meetings immediately prior to the November regular member meeting. The line officers shall determine who is qualified for the offices they seek. A member disputing that they were not qualified may appeal the matter to the Board of Directors, which shall render a decision as expeditiously as is practical.
 - B. Any person interested in running for an executive office must submit a letter of intent to the Secretary no later than the regularly scheduled November member meeting. The Secretary shall determine who is qualified for the offices they seek.
 - C. No later than two (2) weeks after the regular member meeting in November, the Secretary shall distribute the list of qualified candidates to the membership entitled to vote. Such persons are then deemed eligible to run for the offices for which they were qualified. Nominations are then closed, except as otherwise stated hereafter.
4. Nominations.
 - A. All persons must be qualified for their position by the start of the election. Persons who are serving a suspension that will end no later than January 1 of the following year are eligible for nomination and election.
 - B. Persons may be nominated for more than one office.
5. Voting Process for Elections.
 - A. The Order of Elections shall be:
 - (1) President
 - (2) Vice-President

- (3) Secretary
- (4) Treasurer
- (5) Assistant Secretary
- (6) Chief
- (7) 1st Assistant Chief
- (8) 2nd Assistant Chief
- (9) Captain
- (10) Lieutenants (in order from highest ranking officer down)
- (11) Engineer
- (12) Assistant Engineer

- B. All votes shall be conducted by secret written ballot. The ballot shall be no smaller than 2” x 2”. No write in ballots shall be permitted. A member may always cast a vote for “None”.
- C. The President shall appoint two (2) tellers, none of whom are candidates or are first family relations to any candidate.
- D. One office shall be elected at a time. A candidate must receive a majority of the votes cast to win an office. In the event no person receives a majority, the person receiving the lowest number of votes shall be dropped and a revote shall occur. This process shall continue until one candidate receives a majority. In the event two remaining candidates tie for the highest number of votes, a revote from among those two shall occur. In the event of a second tie, another revote shall occur. In event of a third tie, a coin flip shall decide the winner.
- E. Persons who are not elected to a higher executive office may not drop down to a lower executive office if they were not otherwise nominated.
- F. Persons must cast their own ballots. Absentee ballots are not permitted. Proxy voting is permitted. Only persons eligible to vote may designate a proxy and only persons who are eligible to vote and present may serve as a proxy. Proxies shall be provided in writing no later than the start of the election. Such proxy must state the person and the proxy. A member may only hold one proxy.
- G. Should there only be one candidate for any position, a majority of the Full Members may not vote for the Secretary to cast ballot. Should a majority vote not be received there shall be a full secret ballot vote for such election such that the sole candidate shall run against “None of the Above”. Should “None of the Above” receive the majority of votes, no candidate shall be elected.
- H. Candidates elected to office assume their office on January 1 or as soon as approved by the Board of Fire Commissioners as required by law.

6. Confirmation of Nomination by Board of Fire Commissioners. The names of all of the Chiefs shall be promptly forwarded by the Secretary to the Board of Fire Commissioners. If a nomination of the officers is not approved by the Board, the Department shall call another meeting of the members at which a new person may be elected for such position to take the place of any candidate not approved. Such procedure shall continue until a full set of officers is approved. Any such person shall assume the duties of his office as soon as he has been appointed thereto by the Board of Fire Commissioners and shall serve until his successor is appointed.
7. Commencement of Offices. All of the Line Officers shall assume office on the night of the Fire District's organizational meeting.

ARTICLE IX

Agents, Representatives and Committees

1. Agents and Representatives. The President may appoint such agents and representatives of the Department with such powers and to perform such acts or duties on behalf of the Department as the President may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.
2. Standing Committees. Committees may only act if they have a majority of the Committee members present at any Committee meeting. The Auditing Committee shall be appointed. The President shall be authorized to create temporary and long term committees, to appoint members thereto, and to assign their duties.
3. Auditing Committee. The Auditing Committee shall be comprised of at least two members who are not officers.
4. Other Committees. The Board of Directors or the Full Active Members by vote may establish standing committees from time to time as they determine by resolution adopted by a majority of the entire Board or the voting members and may designate from among its members standing committees, each consisting of one or more voting members and each of which, to the extent provided in the resolution of the Board of Directors shall have all authority of the Board, except that no such committee shall have authority as to the following matters:
 - A. The submission to voting members of any action requiring members' approval pursuant to these by-laws or the laws of the State of New York;
 - B. The filing of vacancies in the Board of Directors or in any committee;
 - C. The fixing of compensation of the Directors for serving on the Board or on any committee;
 - D. The amendment or repeal of the by-laws or the adoption of new by-laws;

- E. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
5. Alternates. The Board may designate one or more Directors or voting members as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.
6. Special Committees. The President or the Board of Directors may create special committees by resolution adopted by a majority of the entire Board. The members of such special committee shall be appointed by the President. Special committees shall have only the powers specifically delegated to them by the President and in no case shall have powers which are not authorized for standing committees under these by-laws.

ARTICLE X

Code of Ethics

Declaration of policy and purpose

The proper operation of the Department requires that Department directors, officers and members be impartial and responsible to their members and the public. They must not have interests that would be incompatible with the proper discharge of their responsibilities or tend to impair their independence of judgment or action in the performance of their official duties and responsibilities. Decisions and policies must be made in the proper channels of Department structure and free from undue influence. Positions with the Department must not be improperly used for personal gain. Directors, officers and members must strive to avoid even the appearance of impropriety. Each of these ideals is to ensure that the public has confidence in the integrity of this Department. The purpose of this Code of Ethics is to maintain and enhance a tradition of responsible and effective public service by setting forth standards of ethical conduct to guide members, directors and officers in the conduct of their responsibilities.

Definitions

1. “Confidential Information” means any information, however transmitted or maintained, that is obtained, possessed or controlled by such Department member, director or officer by reason of his position with the Department, and by its nature is such that it is not known to the general public or is not a matter of public record.
2. A prohibited gift, as addressed by this policy, shall include a gift of more than \$75.00 in value. Such a gift includes, but is not limited to, entertainment, food, beverage, travel and lodging to the extent that the gift value exceeds \$75.00 for any one occasion and \$150.00 total in any one year from the same person or business entity. A gift also includes a loan that is not commercially reasonable. Prohibited gifts do not include the following:
 - A. A loan made on terms that is commercially reasonable and not more favorable than loans made in the ordinary course of business;
 - B. Any gift regardless of value from a family member;
 - C. Certificates, plaques or other ceremonial awards costing less than \$75.00, including any award given by a municipality, not-for profit corporation, another fire department or ambulance service or this Department for service as a Department member, director or officer;
 - D. Honorary degrees;
 - E. A meal, ticket, beverages, and lodging costing less than or equal to \$75.00, but only if the total of all such gifts from a particular person or business does not exceed \$150.00 in one year.

3. "Financial benefits" include promotions, commissions, rewards, raises and direct compensation.
4. An "interest" shall include a direct or indirect, pecuniary or material benefit accruing to such person as the result of a contract with the Department.
5. Prohibited interests shall not include a contract or business advantage where no direct or indirect financial gain may be obtained, such as where a person is merely an employee that will not receive any financial benefit from the result of a decision of the Department.
6. "Officers" shall include executive and line officers.
7. "Members" shall include all active and administrative members and other types of members.

Principles of the Department

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

1. Department members, directors and officers shall endeavor to pursue a course which shall not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust as Department members, directors or officers;
2. No Department member, director or officer shall engage in, accept employment or render services when the employment or services: (1) are incompatible with the proper discharge of the official duties of such person; or (2) would tend to impair independence of judgment or action by such person in the performance of that person's official duty;
3. Department members, directors and officers shall not disclose confidential information acquired in the course of their duties as a Department member, director or officer, nor use such information to further their own personal, family or present or known future business interests. This shall not prohibit revealing information known to the public at large;
4. Department members, directors and officers shall not use or attempt to use their positions or influence to secure unwarranted privileges or exemptions for themselves or others, either before the Department or otherwise;
5. Department members, directors and officers shall not engage in any transaction as a representative of the Department or municipality which contracts with the Department or with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their duties as a Department member, director or officer;
6. Department members, directors and officers shall not accept a gift, as defined above, from any person or business which has any pending businesses transactions or has an interest in a decision of the Department, including but not limited to decisions involving purchases,

provisions of supplies, construction, hiring and legislation. Department members shall not accept privileges unavailable to the general public which are offered in order to gain favor from such individual regarding a decision of the Department;

7. Department members shall comply with the Department's "Prohibition of Financial Interests" prohibitions.

Prohibition of financial interests

Application of Policy

1. This policy shall regulate the conduct of members, directors and all executive and line officers. It shall apply to such person's financial and business interests.
2. Persons regulated by this policy shall be deemed to have an interest in a contract or business of:
 - A. his or her spouse, minor children and dependents, parents and siblings;
 - B. a firm, partnership or association of which such individual is a partner, member or employee;
 - C. a Department of which such individual is an officer, director or employee; and
 - D. a Department, any stock of which is owned or controlled directly or indirectly by such individual, except that a prohibited interest shall not include an investment interest in a business in which such person owns or controls less than five (5%) percent of the business or outstanding shares.
3. This policy shall not apply to a contract in which a member, director or officer has an interest if the total consideration payable under that contract, when added to the aggregate amount of all consideration payable under contracts in which such person had an interest during the fiscal year, does not exceed the sum of seven hundred fifty (\$750.00) dollars.

Prohibitions

1. No interested member, director or officer of the Department may:
 - A. vote or speak on any matter in which he has any interest, financial or otherwise, direct or indirect;
 - B. vote to do business with any entity in which he has a prohibited interest;
 - C. attempt to implement, prevent or change any legislation before the controlling municipality, which is in substantial conflict with the proper discharge of his duties as a Department member, director or officer or would obtain a financial advantage or himself, family, or business; or

- D. represent a client before the Department or appear before the Department on behalf of a client;
- E. Express an opinion on any matter in which such person has a prohibited or conflict of interest.

Required conduct upon conflict arising

1. Prior to any vote, any duality of interest or possible conflict of interest on the part of any member, director or officer shall be disclosed to the other persons voting on the matter and shall be noted in the minutes.
2. Such interested person may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation.
3. No member, director, executive or line officer having a duality of interest or conflict of interest on any matter shall vote or use his personal influence on the matter.
4. No conflict may be waived, even by vote of the members, directors or officers. A person accused of having an interest but disagreeing with the accusation may vote by secret ballot. Such person's vote shall be sealed. Should the vote of such person affect the outcome of the matter, the Department may seek an opinion from the Comptroller, the Attorney General, the Department's attorney or the Code of Ethics Committee, or from any other trusted and non-interested source as to whether a conflict exists.
5. Every new member of the Department or Board of Directors, or a new executive officer or line officer must be advised of this policy upon entering on the duties of his office. Forms acknowledging this policy must be executed by every new member, director or officer. This policy shall be reviewed at least annually with every member, director and officer.
6. Members, directors and executive officers shall be required to disclose annually, in writing, all financial interests in which they or family members may have before the Department, and any other information as required by the Department.
7. Members, directors and executive officers must exercise their duties and responsibilities in the public interest of the inhabitants of the municipality(s) served.

A sample (brief) form is as follows:

Name: _____

Date of acknowledgement: _____ for the calendar year of _____.

Position held: [] member [] director [] Executive officer [] line officer

List all potential businesses with which the Department presently does business in which any personal, family or business interest exists, as defined by the code of ethics policy. _____

Do you now or in the next year expect to represent any person or business entity before the Department? Yes No

Do you now or in the next year expect to solicit any business from the Department? yes no. If yes, state in full such disclosure.

ACKNOWLEDGMENT

I acknowledge that I have read the Department's conflict of interest policy and code of ethics and I agree to abide by such policies at all times. I have made a full disclosure of all interests and shall make an additional written disclosure should such a conflict arise.

[name]

ARTICLE XI

Prohibition Against Sharing in Corporate Earnings

No member, director, officer or employee of or member of a committee of or person connected with the Department, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Department, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Department in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Department. The Department shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Department, whether voluntary or involuntary, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code, or shall be distributed to such entity or organization as is then recognized by the Internal Revenue Service as qualifying under Section 501(c)(3) of the Internal Revenue code of 1986, as amended, or shall be distributed to the Federal Government or to a state or local government for a public purpose. Any such assets not to disposed of shall be disposed of by a court of competent jurisdiction of the County of Oswego, State of New York, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Indemnification

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

1. The Department shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Department to procure a judgment in its favor, whether Executive or criminal, including an action by or in the right of any other entity of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director, officer, voting or non-voting member or employee of the Department served in any capacity at the request of the Department, by reason of the fact that he, his testator or intestate, was a director, officer, or voting member or employee of the Department, or served such other entity, 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 member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other entity or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Department and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.
2. The Department also shall indemnify any person made, or threatened to be made, a party to any action by or in the right of the Department to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a director, officer, or voting member or employee of the Department, or is or was serving at the request of the Department as a director, officer, or voting member or employee of any other entity, agency or 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, or voting member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other state or regional corporation/entity or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Department, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Department, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction determines upon

application that in view of all the circumstances of the case the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

3. The foregoing right of indemnification shall not be exclusive of other rights to which the director, officer, or voting member or employee may be entitled.
4. Subject to the laws of New York, the Department may maintain insurance at its expense to protect itself and any director, officer, or voting member, employee or agent of the Department against any expense, liability or loss of the general nature contemplated by this Article, whether or not the Department would have the power to indemnify such person against such expense, liability or loss under the laws of New York.
5. It is the intent of this Department to indemnify its officers, directors, and voting 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 XIII

Amendments

These by-laws may be amended, altered or repealed and new by-laws may be added as follows.

1. Any member entitled to vote may propose an amendment in writing and provide the same to the Secretary. The Secretary shall provide the proposal to the Bylaw Committee. The Bylaw Committee shall review the proposal and may make recommendations, which may be but need not be accepted by the Member proposing the amendment. The Bylaw Committee has up to thirty (30) days to review the bylaw and make recommendations.
2. The Bylaw Committee presents the proposal to the membership in writing at the next meeting. No vote may occur at this meeting. The Bylaw Committee may provide a recommendation at this meeting. Discussion may be permitted at this meeting. The member submitting the proposal may agree to amend the proposal.
3. The proposal is then posted in the firehouses by the Secretary for no less than twenty (20) days prior to the next Member meeting. The Secretary shall email or otherwise distribute the proposal in writing to all members entitled to vote later than twenty (20) days prior to the meeting.
4. At the next meeting the proposal again may be discussed. Changes may be suggested at that meeting and implemented by the member proposing the change. The member may agree to table the vote on the bylaw due to making such change or request the vote on the original/revised amendment.

5. The affirmative vote of at least a two-thirds of the votes cast by the members entitled to vote at that meeting shall be necessary to adopt the amendment. Unless otherwise included in the resolution to approve the bylaw, the bylaw shall become effective upon the adoption of the bylaw.

ARTICLE XIV

Investments

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

ARTICLE XV

No suspension or waiver of bylaws or policies

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