

# BY-LAWS OF THE HARRISVILLE VOLUNTEER FIRE COMPANY, A PENNSYLVANIA NON-PROFIT CORPORATION

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## *ARTICLE I* *NAME*

**Section 1.01. Name.** The name of the corporation shall be The Harrisville Volunteer Fire Company.

**Section 1.02. Registered Office.** The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 313 East Mercer Street, Harrisville, Pennsylvania 16038, until otherwise established by a vote of a majority of the Board of Directors in office, herein known as the "Board", and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the Articles of the corporation.

**Section 1.03. Other Offices.** The corporation may also have offices at such other places within or without the United States of America as the Board may from time to time appoint or the business of the corporation requires.

## *ARTICLE II* *PURPOSE*

**Section 2.01. Purpose.** The purpose of the corporation shall be the preservation and protection from and during such fires as may occur in the Borough of Harrisville or surrounding and neighboring areas and to lend assistance to neighboring municipalities when requested after suitable arrangements have been made and to lend other assistance in times of emergencies.

**Section 2.02.** The corporation is organized for charitable purposes as such purposes are defined by § 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States). No substantial part of the activities of the Corporation shall consist of carrying on the propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in (including the publishing or distributing statements of any political campaign on behalf of) any candidate for public office.

**Section 2.03.** The corporation shall purchase, own and acquire such equipment as may be necessary or advisable from time to time with the intent to keep one Class A Pumper in services at all times.

## *ARTICLE III* *MEMBERS*

**Section 3.01.** Each member must be at least sixteen (16) years of age, a citizen of the United States, of sober traits, good moral character and, with the exception of social members, reside within a five (5) mile radius of the Borough of Harrisville and be a resident of the area for at least 6 months.

**Section 3.02. Classification of Memberships.** Members of the corporation shall be classified as active, inactive, lifetime, social and junior members.

**Active.** Active members are required to respond to emergencies and to participate in corporate endeavors. The number of active members shall not exceed thirty-five (35) and all active members must be in good physical health, minimum of 30 hours training (6 hours in station), and work 50% of Company Events. Thus are permitted to participate in active calls and vote.

**Inactive.** Inactive members have been an “Active Member” prior to being an Inactive Member. An Inactive Member does not currently meet the “Active Member” requirements, thus are not permitted to participate in active calls or vote. Excluding Lifetime Members, an Inactive status can be held for not more than 12 months from the date of inactivity at which time the member will have the opportunity to become a social member or resign.

**Lifetime.** A lifetime member shall be a person who by his or her acts and deeds has commended themselves to the esteem and admiration of the corporation and shall have thirty (30) years or more of service. A Lifetime Member shall retain their right to vote regardless of status or meetings attended. A Lifetime Member must also be classified as an Active or Inactive Member. Lifetime members shall be elected to that status as set forth in Section 3.03 below.

**Social.** Social members are those members who do not participate as Active Members, but contribute to the corporation financially, or by personal service. Social members must attend 2 corporate meetings per year. Social Members may participate in discussions, but may not make or second motions, vote or be counted to make quorums. Social Members must be involved with 50% of Company Events. Failure to meet this requirement will constitute voluntary resignation from the Fire Company. Social members shall be elected to that status as set forth in Section 3.03 below.

**Junior.** The corporation may at any time have not more than five (5) junior members who may be between the age of sixteen (16) and eighteen (18) years. All junior members shall obey and follow all laws set by the Commonwealth of Pennsylvania, Bureau of Labor and Industry, and shall obey the directions given by any ranking officer. Junior members may attend corporate meetings and participate in discussions, and must be classified as Active or Social member. Junior members shall be elected to that status as set forth in Section 3.03 below.

**Section 3.03.** In order for a resident (described in Article III - Section 3.01.); to become a member, he or she must complete an application information form. This form must be fully completed, signed, and submitted to the President by a current member. Applicant will be presented by the President to the Board at the next regular meeting and will be interviewed by the Board. Upon background investigation and Board decision, the applicant will receive an approval or denial letter. If approved, the applicant shall serve a probationary period of not less than six (6) months and not more than eighteen (18) months probationary period. It will be the duty of the Secretary to resubmit the name of all probationary personnel at the first regular meeting after their probation period. Acceptance of new members and probationary members will be voted on by a written ballot. A declined applicant cannot apply for membership within a period of six (6) months from the date of the previous application.

**Section 3.04.** The Harrisville Volunteer Fire Company will not discriminate on the basis of race, religion, sex, age, national origin, sexual orientation or disabilities.

**Section 3.05.** Active Members excluding Lifetime Members must attend 50% of the meetings with the exception of work, training, and school, and 10% of all calls to be eligible to vote/ be nominated for the end of the year elections. It is the member's responsibility to request an excused absence from the secretary, prior to each meeting.

**Section 3.06. Duties of Members**

Active	Inactive	Lifetime	Social	Junior	Duties
X	X	X		X	Will serve as a director of the Board
X		X*		X	30 hours (6 in station) of annual training (Nov.1 – Oct. 31)
X	X	X	X	X	Personnel File Updated Annually (Locked at Fire Station Office)
X	X	X	X	X	Obey all rules of the corporation and all commands of ranking officers
X		X*		X	Assemble at Station safely and without delay in response to emergency calls
X		X*			First active member to arrive at station in response to alarm, shall assume command, until the arrival of a ranking officer
X	X	X	X	X	Arrive for duty, meetings, and events in a manner becoming (i.e. Sober, no profanity, nor insulting, nor disrespectful)
X		X		X	Assume all rights and responsibilities of a director for the Board of HVFC
X	X	X	X	X	Regularly attend meetings, fundraising events, and work days
X		X*			Eligible for officer positions
X		X			Eligible for Executive Board positions
X		X			Eligible for Facility Manager position
X	X	X	X	X	Eligible for Audit Committee

\*Must be an active member too.

**Section 3.07. Member Active in Multiple Departments.**

Active Members in the HVFC may be granted

for one or more of the reasons listed below:

Specialized Response Team

Hazmat Team or RIT Teams are examples of a recognized Specialized Response Team.

Active Member in Good Standing

This privilege is reviewed per each request and will be based on members:

- 1 Having acquired Active Status on the HVFC
- 2 Remaining active at HVFC for not less than (12) twelve consecutive months prior to request
- 3 Member has had no demerits, negative reports, or write ups in their personnel file (12) twelve months prior
- 4 Formal Approval of written request must be made by members during a regular meeting of HVFC Board of Directors and reviewed and approved yearly.
- 5 Member agrees to assume all liabilities while responding as a member of another fire department for the entire duration of the call
- 6 As a privilege, it may be revoked at any time for any of the reasons listed above. The matter will be brought before the entire board for discussion and a decision made within 31 days; only one Officer or Executive Board Member must inform the member of temporary suspension of the Multiple Department Member Privilege and have the secretary of the HVFC follow up with a written notice.

Active Member of Another Department This privilege is reviewed per each request along with the membership application (see section 3.03) and will be based on applicants:

- 1 Having acquired Permanent Status on the original Fire Department
- 2 Remaining active at original fire department for not less than (12) twelve consecutive months prior to request
- 3 Having no demerits, negative reports, or write ups in their personnel file (12) twelve months prior to application
- 4 Formal Approval of written request must be made by members during a regular meeting of HVFC Board of Directors and reviewed and approved yearly.
- 5 Applicant agrees to assume all liabilities while responding as a member of another fire department for the entire duration of the call
- 6 As a privilege, it may be revoked at any time for any of the reasons listed above. The matter will be brought before the entire board for discussion and a decision made within 31 days; only one Officer or Executive Board Member must inform the member of temporary suspension of the Multiple Department Member Privilege and have the secretary of the HVFC follow up with a written notice.

**Section 3.08. Regular Meetings.** The Regular Meeting of the membership of the corporation shall be held at Harrisville Fire Hall on: THE SECOND TUESDAY OF EACH MONTH AT 7:00 PM. Seven (7) members shall constitute a quorum. \* See also Section 4.07

## *ARTICLE IV* *BOARD OF DIRECTORS*

**Section 4.01. Powers.** Board of Directors shall have all rights and responsibilities to motion, discuss and vote on issues presented by the president during regular and special meetings. It is each Board members responsibility to ensure proper procedure is followed and that all directors conduct themselves respectfully and orderly during all meetings. All acknowledged standing and ad hoc committees shall report directly to the board. The Executive Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the Executive Board. The Executive Board shall also determine all disciplinary actions for all members and manage all public relations.

**Section 4.02. Qualification and Selection.** Board of Directors of the Harrisville Volunteer Fire Company includes the accepted applicants, post probationary status, excluding social members. Executive Board includes the President, Vice President, Treasurer, Secretary and Chief elect.

**Section 4.03. Number and Term of Office.** Each Executive Director of the corporation shall be a member (excluding social members). In the case of vacancies, a new Executive Director shall be selected by the Executive Board. Each Executive Director shall hold office for one (1) year and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

**Section 4.04. Organization.** At every meeting of the Board, the President of the Board, if there be one, or, in the case of vacancy in the office or absence of the President of the Board, one of the following officers present in the order stated: the Vice President of the Board, if there be one, or a chairman

chosen by a majority of the directors present, shall preside, and the secretary, or, in his/her absence any person appointed by the person presiding over the meeting, shall act as secretary.

**Section 4.05. Resignations.** A director of the corporation may resign at any time by giving written notice to the President or the secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified, therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.06. Vacancies.** The Executive Board may declare vacant the office of any member if he/she is declared of unsound mind by an order of court, or convicted of a felony, or for any other proper cause, or if within 60 days after notice of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Board. Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, will be filled by the Executive Board, at any regular or special meeting.

**Section 4.07. Place of Meeting.** Meetings of the Board may be held at such places within or without Pennsylvania as the Board may from time to time, see necessary, with at least 1 hour notice of the meeting.

**Section 4.08. Audit, Facility and Other Committees.** There is hereby established an Audit Committee which shall consist of four (4) members appointed by the Board of Directors. The Audit Committee, organized by the Secretary, shall perform an audit at any time the office of the Treasurer becomes vacant and an audit shall be conducted and completed by January 31<sup>st</sup> annually. A summary of the findings of the Audit Committee shall be prepared by the Committee and presented to the Secretary of the corporation to be read and explained at the next following regular meeting of the membership.

There is hereby established a Facility Committee, which shall consist of three (3) members elected during each annual election. These members shall be known as "Facility Managers". The chair person will be decided by the most votes, if tied the chair person will be chosen by the President. This committee will meet monthly to discuss facility related issues, plan and coordinate projects to maintain and/or improve the facilities/property of the Harrisville Volunteer Fire Company. The Facility Committee will report to the Board of Directors during regular meetings of the members. The Facility Managers will be authorized to purchase supplies for this purpose not to exceed \$150 monthly. Expenses greater than authorized expense amount must be approved by a quorum of Directors or in emergencies, the President.

**Section 4.10.** The Board of Directors may by Resolution, adopt by a quorum of the Directors, establish such other committees as may be designated.

## *ARTICLE V* *OFFICERS*

**Section 5.01.** The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, Fire Chief, Assistant Fire Chief, Captain, and two (2) Lieutenants.

**Section 5.02.** Nominations for the election of officers shall begin at the regular meeting of the membership in October for each year and will remain open until the nominations are closed at the regular November meeting. All officers shall be elected at the regular December meeting of the membership. Active members may submit their own names for nomination. Members can be nominated for multiple positions simultaneously. All elections shall be by written ballot and each and every officer/position shall be balloted on separately. Should a member hold nominations for multiple positions in the same category (Line Officer, Executive Board, or Facility Manager), the member will assume the highest position elected and their name is removed from other subordinate positions in the same category. Where there is no opposition, the President will order the Secretary to cast a ballot for the unopposed candidate. At all elections, the President shall appoint an election board of two (2) active members present to count the ballots and announce their findings for each position. The majority of the votes cast shall elect. **\*Note:** Absentee Ballots must be submitted to Secretary prior to the start of December Regular Meeting. An Absentee Ballot is limited to a single vote per position. Should a Nominee assume a higher position, and the Absentee Balloter votes for that nominee in a subordinate position, the absentee balloter's vote will be excluded.

**Section 5.03.** It shall be the duty of the President to call and preside at all regular and special meetings, to preserve order, to decide all points of order that may arise subject to an appeal from his/her decision by the members of the organization, but on such an appeal a majority of all members present shall be necessary to reverse his/her decision. He/she shall appoint all committees and be a member of the same. Also to sign all contracts, notes and drafts above **\$2,000.00**

**Section 5.04.** It shall be the duty of the Vice President to assist the President in the discharge of his/her duties and to officiate in the absence of the President at any regular and special meetings.

**Section 5.05.** The Recording Secretary or their temporary designee shall note and keep strict account of all absentees. He/she shall write a minute book of the full account of the proceedings of the regular and special meetings. He/she shall notify all newly elected officers of their election. He/she shall furnish each new member with a copy of the By-Laws. Per acceptable accounting practices, the Secretary must pick up and open bills prior to delivering up to the Treasurer and assist the Treasurer as needed. Not less than three (3) years of consecutive duty with this company is required to hold this office.

**Section 5.06.** The Treasurer shall accept all monies for safekeeping. He/she shall deposit all monies in the name of Harrisville Volunteer Fire Company in a depository named by the organization. He/she shall be responsible for keeping a strict accounting of all income and expenses accompanied with cancelled checks, receipts, vouchers, etc. for accounting purposes. This information is to be presented to an audit committee not to excess of once every year or at termination of his/her term of office. It shall be the duty of the Treasurer to pay all bills for payment upon receipt. Also a full report of assets must be given at each regular meeting by the Treasurer. Not less than three (3) years of consecutive duty with this company is required to hold this office.

**Section 5.07.** It shall be the duties of the Fire Chief to see that each subordinate officer or member does his/her duty or assignment at the scene of an emergency. It shall be his/her duty to be present at all emergencies, if possible, and to plan the attack and direct the action of the fire personnel present. He/she shall have charge of all fire equipment. It will also be the responsibility of the Fire Chief to organize all training maneuvers in conjunction with the equipment available and departmental procedure. The Fire Chief shall also serve as an Executive Board Member, long as he/she is in office.

**Section 5.08.** It shall be the duty of the Assistant Chief to perform the duties of the Fire Chief in his/her absence and to assist the Chief in the discharge of his/her duties. The Assistant Chief, together with the Chief, shall be held responsible for the apparatus necessary and for the efficient operation of the same at all emergencies.

**Section 5.09.** It shall be the duty of the Captain to perform the duties of the ranking officer in his/her absence and to assist the ranking officer in the discharge of his/her duties. The Captain, together with the ranking officer, shall be held responsible for the apparatus necessary and for the efficient operation of the same at all emergencies.

**Section 5.10.** It shall be the duty of the first Lieutenant to perform the duties of the ranking officer in his/her absence and to assist the ranking officer in the discharge of his/her duties. The Lieutenant, together with the ranking officer, shall be held responsible for the apparatus necessary and for the efficient operation of the same at all emergencies.

**Section 5.11.** It shall be the duty of the second Lieutenant to perform the duties of the ranking officer in his/her absence and to assist the ranking officer in the discharge of his/her duties. The second Lieutenant together with the ranking officer, shall be held responsible for the apparatus necessary and for the efficient operation of the same at all emergencies.

## *ARTICLE VI*

### *INTERESTED DIRECTORS OR OFFICERS*

**Section 6.1.** Interested Directors or Officer; Quorum. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative voted of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (2) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

*ARTICLE VII*  
*Notice-Waivers-Meetings*

**Section 7.01. Notice, What Constitutes.** Whenever written notice is required to be given to any person under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by first class mail or postage prepaid, to his address supplied by him to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these by-laws. If the notice is sent electronically, it shall be deemed to have been given to the person entitled thereto when electronic delivery confirmation is received.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other by announcement at the meeting at which such adjournment is taken.

**Section 7.02. Waiver of Notice.** Whenever any written notice is required to be given under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by Section 7.01 of these by-laws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

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

**Section 7.03. Modification of Proposal Contained in Notice.** Whenever the language of a proposed resolution is included in a written notice of a meeting, the meetings considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

**Section 7.04. Conference Telephone Messages.** One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

*ARTICLE VIII*  
*INDEMNIFICATION OF PERSONAL LIABILITY DIRECTORS, OFFICERS AND OTHER*  
*AUTHORIZED REPRESENTATIVES*

**Section 8.01. Limitation of Personal Liability of Directors.** A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action unless:

- (a) The director has breached or failed to perform the duties of his or her office as defined in Section 8.02 below; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state, or federal law.



**Section 8.02. Standard of Care and Justifiable Reliance.**

- (a) A Director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
- i. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
  - ii. Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
  - iii. A committee of the Board upon which he or she does not serve, duly designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in questions that would cause his or her reliance to be unwarranted.

- (b) In discharging the duties of their respective positions, the Board, committees of the board and their individual director may in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.
- (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

**Section 8.03. Indemnification in Third Party Proceedings.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completion action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 8.04. Indemnification in Derivative Actions.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to the such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of the County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

**Section 8.05. Mandatory Indemnification.** Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of action, suit or proceeding referred to in either Section 8.03 or 8.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

**Section 8.06. Determination of Entitlement to Indemnification.** Unless ordered by a court, any indemnification under Section 8.03 or 8.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in written opinion.

**Section 8.07. Advancing Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in paragraph 1 through 3 above.

**Section 8.08. Indemnification of Former Representatives.** Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

**Section 8.09. Insurance.** The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or the enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

**Section 8.10. Reliance on Provisions.** Each Person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

*ARTICLE IX*  
*MISCELLANEOUS*

**Section 9.01. Corporate Seal.** The corporation shall have a corporate seal in the form of a circle containing the name of the corporation; the year of the incorporation and such other details as may be approved by the Board.

**Section 9.02. Checks.** All checks, notes, bills of exchange or other orders in writing shall be signed by two authorized persons as the Board may from time to time designate.

**Section 9.03. Contracts.** Except as otherwise provided in these by-laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 9.04. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by a minimum of two officers or employees as the Board shall from time to time determine.

**Section 9.05. Annual Report of the Board.** The Board shall direct the president and treasurer to present at the annual meeting of the board a report showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principle changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (5) All authorized signatures' for any and all assets will be reviewed and updated with the financial institutions.

The annual report of the Board shall be filed with the minutes of the annual meeting of the Board.

**Section 9.06. Amendment of By-Laws.**

The By-Laws of the Harrisville Volunteer Fire Company are recognized as a living document and may be amended throughout the calendar year for safety and other urgent matters, with the quorum of the Board of Directors approval for such amendments. The By-Laws will be reviewed annually.

**AUTHORIZING SIGNATURES:**

This document is signed to acknowledge that the Board of the corporation has reviewed, discussed and agreed by a majority vote that this version of the by-laws shall be the binding document that will provide direction to the corporation.

President: Brian Grossman

Date: 05 / 09 / 2023

Secretary: David Rager

Date: 05 / 09 / 2023

\*Effective as of May 9, 2023