



BYLAWS

OF THE

OLD FIRE FARTS OF YORK COUNTY, PA

**WHITE ROSE FIRE PRESERVATION OF YORK, PA. CHAPTER
OF SPAAMFAA**

BYLAWS OF THE OLD FIRE FARTS OF YORK COUNTY, PA.

ARTICLE I NAME AND PURPOSE

Section 1. Name.

The name of the Corporation is Old Fire Farts of York County, PA.

Section 2. Purpose.

Old Fire Farts of York County, PA is formed to promote research and preservation of the history of the fire service for future generations, and to provide financial support for emergency response personnel with grants for advancing their education.

The Corporation is organized in accordance with the Pennsylvania Code, Chapter 41, as amended. The Corporation has not been formed for the making of any profit, or personal financial gain. The assets and income of the Corporation shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described herein. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization.

This Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The Corporation shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The Corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986.

The Corporation shall abide by all provisions within its Articles of Incorporation as filed with the Commonwealth of Pennsylvania.

ARTICLE II OFFICES AND FISCAL YEAR

Section 1. Principal Office.

The principal place at which the activities of the Corporation shall be carried on shall be located in York County, Pennsylvania.

Section 2. Other Offices.

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

Section 3. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of July in each year.

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ARTICLE III MEMBERSHIP

Section 1. Eligibility of Membership.

Any individual or entity may become a member by paying the membership fee, if any, established from time to time by the Corporation and by submitting thereto a membership application and such other documentation as may be required. By doing so, the member shall be entitled to all of the rights and privileges granted to that category of membership for which such member applies.

Section 2. Categories of Membership.

The Corporation shall from time-to-time designate categories of membership, the membership fees therefor, and the rights, privileges and responsibilities relating thereto.

Section 3. Standing Membership Categories.

The Corporation shall have the following standing membership categories:

- A. Active Members. Active members can vote, serve on the Board of Directors, serve on committees, and chair events. They may attend certain special events at no charge. Active members are subject to an annual membership fee, as established by the Corporation.
- B. Life Members. Life members can vote, serve on the Board of Directors, serve on committees, and chair events. They may attend certain special events at no charge. Active members are subject to a one-time membership fee, as established by the Corporation.
- C. Honorary Members. Honorary Membership may be granted by the Corporation as an honorarium for outstanding service to the Corporation. Honorary Members can vote, serve on committees, and chair events. Honorary Members shall not be subject to a membership fee.
- D. Social Associates. Persons who join/follow our social media sites are considered Social Associates. They have no voting rights, cannot hold office in the organization, can serve on committees, but not chair committees. They may attend certain functions of the organization, and may be required to pay a fee to attend functions and events. Social Associates shall have no legal rights nor no legal standing in the Corporation.

Section 4. Membership Fees.

Annual membership fees shall be paid by March 31st of each calendar year. The rate of membership fees for each membership category shall be established by the voting membership at any regular or special meeting of the Corporation.

Section 5. Termination of Membership.

Membership shall terminate automatically, without any further act or deed, upon the death or dissolution of the member, upon a failure to pay membership fees when due, or if the Board of Directors, after giving written notice to the member of the reason(s) for the proposed termination of membership, and an opportunity to be heard, determines that continuation of such member's membership would not be in the Corporation's best interest.

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ARTICLE IV OFFICERS AND BOARD OF DIRECTORS

Section 1. Number, Qualifications and Designation.

The elected Officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and two Directors-At-Large. These six Officers shall constitute the Board of Directors. No person may hold more than one office. All elected Officers shall be bonded.

Officers must be at least 18 years of age or older and a member in good standing of the Corporation. Officers need not be residents of Pennsylvania. The Board of Directors is responsible for overall policy and direction of the Corporation, and direct the day-to-day operations of the Corporation.

All Officers must be or must become SPAAMFAA members during their term of office. While serving as an Officer, the SPAAMFAA membership of the Officers will be paid for by the Corporation when so requested.

Section 2. Election.

Officers shall be elected by the voting membership at the annual meeting.

Section 3. Terms of Office and Term Limits.

Officers shall be elected for a term of one year. No person may hold the office of President for more than three (3) consecutive terms. A person who has served as President for three (3) consecutive terms may be re-elected after a one term break. Other Officers may serve for as many terms as the Officer is elected.

Section 4. Resignation, Removal, Death.

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

Any Officer who fails to attend three consecutive regular membership meetings without adequate cause shall be deemed to have resigned from the Board of Directors. Before the resignation becomes effective, the Officer shall be personally contacted by the Secretary of the Corporation for purposes of determining whether the Officer objects to such deemed resignation. A deemed resignation may be withdrawn for good cause.

Any Officer may be removed, with or without cause, by a majority vote of the voting membership of the Corporation present and voting at any regular or special meeting of the membership at which a quorum is present.

Section 5. Vacancies.

Any vacancy or vacancies in the Board of Directors because of death, resignation, or removal may be filled for the remainder of the term by appointment by the President at any regular or special meeting of the membership.

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Section 6. Duties of the President.

The President shall be the Chairman of the Board of Directors. The President shall convene and preside over regular and special meetings of the membership, and meetings of the Board of Directors, preserve order therein, and enforce the provisions of the Bylaws. The President shall appoint all committees.

The President shall not vote, except for election of officers. The President shall only vote in the occasion of a tie, to cast the deciding vote.

Section 7. Duties of the Vice-President.

The Vice-President shall fulfill the duties of the President in his or her absence or inability to act. The Vice-President shall be an ex-officio member of all committees. The Vice-President shall perform other duties as may from time-to-time be assigned by the Board of Directors.

Section 8. Duties of the Secretary.

The Secretary shall be responsible for keeping records of Corporation, including the taking of minutes at all meetings of the membership or the Board of Directors, sending out meeting announcements, distributing minutes and meeting agendas, and assuring that Corporation records are maintained.

Section 9. Duties of the Treasurer.

The Treasurer shall keep a true and accurate account of all monies of the Corporation, and pay all authorized expenditures of the Corporation. The Treasurer shall make a report at each meeting. The Treasurer shall assist in the preparation of the budget and make financial information available to the Board of Directors and the membership. The Treasurer shall file the proper paperwork required by State and Federal regulations to maintain the Corporation's non-profit status.

Section 10. Duties of the Directors-At-Large.

The two Directors-At-Large shall represent the interest of the members, serve on committees at the request of the President, and shall perform other duties as may from time-to-time be assigned by the Board of Directors.

Section 11. Meetings and Notice.

The Board of Directors shall meet at least annually, at an agreed upon time and place. The annual Board of Directors meeting should follow the annual membership meeting.

Any other official meetings of the Board of Directors requires that each Officer have written notice at least 5 days in advance. Such Notice shall be deemed effective when posted on the Corporation's social media site(s) and by proper email.

Section 12. Succession.

At the expiration of their term of office, each Officer shall turn over to his or her successor all books, papers and other items and equipment belonging to the Corporation incident to their office.

Section 13. Other Officers.

The Corporation may from time-to-time create other Officer positions as needed to conduct the business of the Corporation. Such Officers shall be appointed by the President, and shall not be on the Board of Directors.

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ARTICLE V MEETINGS

Section 1. Annual Meeting.

An annual meeting shall be held in the second quarter of the calendar year for the purpose of electing Officers and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at a time and place designated by the President.

Section 2. Quarterly Meetings.

Quarterly meetings shall be held for the transaction of such business as may properly come before the meeting. The quarterly meetings shall be held at a time and place designated by the President.

Section 3. Special Meetings.

Special meetings may be requested by the President, by three (3) Officers on the Board of Directors, or by written request by at least five (5) members in good standing of the Corporation. The business to be transacted at any special meeting must be specified, and only that business may be transacted at a special meeting.

Section 4. Notice.

Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and time of the meeting, and if for a special meeting, the purpose of that meeting. Such notice shall be at least 10 days prior to the meeting. Such notice shall be deemed effective when posted on the Corporation's website, social media site(s), and by proper email.

Section 5. Place of Meeting.

Meetings shall be held at a location determined by the President, or as provided in the notice of such meetings.

Section 6. Quorum.

A majority of the Officers shall constitute a quorum at a Board of Directors meeting.

Ten percent (10%) of the voting membership of the Corporation shall constitute a quorum at a regular or special meeting. In the absence of a quorum, the Chair may adjourn the meeting to another time without further notice.

If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The members present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some members results in representation of less than a quorum.

Section 7. Informal Action.

Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if consent in writing, setting forth the action so taken, is signed by the Officers with respect to the subject matter of the vote.

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Section 8. Voting.

All issues to be voted on shall be decided by a simple majority of those voting members present at the meeting in which the vote takes place.

Section 9. Temporary Officers.

In the absence of the President and the Vice-President, the Treasurer shall serve as the President Pro-Tempore for that one meeting. Should the Treasurer also be absent, a Director-At-Large shall serve as President Pro-Tempore for that one meeting.

In the absence of the Secretary, the President shall appoint a Secretary Pro-Tempore for that one meeting.

Section 10. Order of Business.

The order of business at any annual or quarterly meeting of the Corporation shall be as follows:

1. Call to Order
2. Pledge of Allegiance
3. Moment of Silence
4. Reading and Approval of Previous Meeting Minutes
5. Elections (Annual Meeting)
6. Officer Reports
 - a. Treasurer
 - b. Secretary
 - c. Vice-President
 - d. President
 - e. Directors-At-Large
7. Committee Reports/Appointments
8. Old Business
9. New Business
10. SPAAMFAA Chapter Update
11. Open Floor Discussion
12. Place of the Next Meeting(s)
13. Adjournment

Section 11. Exclusions.

Subjects of a sectarian, political or personal character shall not be introduced at any meeting of the Corporation.

Section 12. Social Meetings.

Social meetings may be held at any other time. Social meetings are open to all members. No official notice of social meetings is required. No business of the Corporation shall be transacted at social meetings.

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ARTICLE VI ELECTIONS

Section 1. Nominations.

A Nominating Committee shall be appointed prior to the annual meeting. The Nominating Committee is responsible for nominating a slate of candidates who will stand for election at the annual meeting. In addition, any voting member may nominate a candidate who meets the eligibility requirements at the annual meeting.

Section 2. Eligibility.

Any Active or Life Member in good standing, or any other individual member in a membership category with voting rights, shall be eligible to run for office.

Section 3. Election Board.

The President shall appoint an Election Board of three (3) who shall oversee the elections. The Election Board shall oversee the distribution of ballots, and shall tabulate the results of the election and present those results to the President.

Section 4. Uncontested Election.

Should no positions be contested, the Secretary shall be instructed to cast the ballot at the annual meeting.

Section 5. Voting.

Each voting member is entitled to one vote. Write-in votes are not allowed. Any improperly marked ballots, in any manner, shall void the entire ballot.

Section 6. Election.

When there is more than one candidate for an office, the candidate receiving the highest number of votes shall be declared the winner.

Section 7. Term of Office.

All officers shall assume office at the beginning of the fiscal year.

Section 8. Vacancies.

Any vacant officer position after the election may be filled by the President in accordance with the provisions in Article IV, Section 5.

ARTICLE VII COMMITTEES

Section 1. Appointment.

All committees shall be appointed by the President. The committees shall serve for a period of time as stated by the President at the time of appointment. The President shall appoint the Chairperson of each committee.

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Section 2 Powers.

All committees shall have only such powers as assigned by the President, the Corporation, and/or as assigned in the Bylaws.

Section 3. Standing Committees.

The Corporation shall have the following standing committees:

- A. Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The board must approve the annual budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board, State and Federal agencies showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, state and federal agencies, and the public. The Treasurer will serve on the Finance Committee.
- B. Communications Committee. The Communications Committee is responsible to promote the organization via the website, social media, newsletters and by other means. A quarterly newsletter will be produced to keep members informed on events. The Secretary will serve on the Communications Committee.
- C. Scholarship Committee. The Scholarship Committee is responsible for the management of the scholarship program. The committee will review all scholarship applications and make a recommendation to the Corporation on the awarding of scholarship grants. Scholarship grants may be awarded to emergency services personnel who are going to institutions of higher education to advance their education within their response role.
- D. Preservation Committee. The Preservation Committee is to provide guidance and information to those needing help in the preservation and restoration of antique fire equipment, memorabilia, and collectables. They will assist collectors, museums, and members in preserving the history of the fire service.

ARTICLE VIII INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE IX DISSOLUTION

The organization may be dissolved only with authorization of its voting membership given at a special meeting called solely for that purpose, and with the subsequent approval by a majority of the voting membership. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other

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organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of similar or like nature to this organization, as determined by the Board of Directors.

ARTICE X MISCELLANEOUS

Section 1. Discrimination Policy.

The Corporation does not and shall not discriminate based on race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services.

Section 2. Duty of Members and Officers.

All members and Officers of this Corporation are to abide by these Bylaws.

ARTICLE XI AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by a majority vote of the voting members in attendance at any regular or special meeting. The text of the proposed change shall be distributed to all voting members at least ten (10) days prior to the meeting.

CERTIFICATION

I, Kraig E. Herman, Secretary of the Old Fire Farts of York County, PA, certify that the following is true and current copy of the Bylaws of the above-named Corporation, duly adopted by the membership at a meeting of the Corporation on August 6, 2022.



Signature of Secretary