



## **BY-LAWS**

**of**

## **WESTERN BERKS FIRE DEPARTMENT RELIEF ASSOCIATION**

**(a Pennsylvania nonprofit corporation)**

Adopted

December 21, 2009 (ver 1.0)

Revised

January 17, 2012 (ver 2.0)

*The Western Berks Fire Department is dedicated to protecting the life, property and the environment within the community through a proactive program of education, prevention, and emergency response while recognizing the importance of a constant commitment to excellence.*

**Western Berks Fire Department**

**111 Stitzer Ave.**

**Wernersville, PA 19565**

**Phone (610) 678-1332**

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<http://www.westernberksfire.org>

# **WESTERN BERKS FIRE DEPARTMENT RELIEF ASSOCIATION**

## **By-Laws**

### **ARTICLE I - NAME AND PURPOSE**

**Section 1.01 Name** The name of the corporation is the Western Berks Fire Department Relief Association (hereinafter called "Relief Association"), incorporated as a non-stock, nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988 on November 1, 2009.

**Section 1.02 Purpose** The Relief Association was incorporated to generally benefit the residents of South Heidelberg Township, Lower Heidelberg Township, the Borough of Wernersville and the Borough of Sinking Spring in the following manner:

- A. The object of this Relief Association shall be to provide and maintain funds for the benefit of the members and families of firefighting members of the WBFD;
- B. To provide the volunteer firefighters of WBFD with protection from misfortune suffered as a result of their participation in the fire service;
- C. To support the volunteer firefighters to the fullest extent permitted under Act 84 of 1968; and
- D. To take any and all actions permitted by the Pennsylvania Nonprofit Corporation Law which are consistent with the foregoing purposes.

### **ARTICLE II - TRUSTEES**

**Section 2.01 Board of Trustees** The Board of Trustees shall be responsible for the operation and management of the Relief Association, subject to the following provisions:

- A. The Board of Trustees shall consist of three (3) members, with each member serving a three (3) year term;
- B. The Fire Commissioner, as the chief operating officer of the WBFD, shall be a non-voting ex officio member of the Board of Trustees. In the case of a deadlock in any vote of the Board of Trustees, the Fire Commissioner shall be entitled to vote to break the deadlock, unless such vote relates to the Fire Commissioner's compensation or any action or conduct of the Fire Commissioner.
- C. In the event any Trustee resigns or otherwise ceases to be a Trustee at anytime during his/her three (3) year term, the members shall appoint a successor Trustee to complete the balance of the three (3) year term.
- E. Two (2) Trustees must be in attendance to constitute a quorum to transact business.
- F. Except as specifically set forth in these By-Laws or specifically prohibited by the Pennsylvania Nonprofit Corporation Law, the Board of Trustees shall have the full power and responsibility to manage all of the financial and business affairs of the Relief Association. The Board of Trustees, with the approval of its members voting at a meeting at which a quorum is present, shall have the power to delegate any

management or business responsibility to any officer or employee of the Relief Association.

G. The following actions shall require the vote of at least two (2) of the members of the Board of Trustees:

1. Adoption of an annual budget and any change to the budget or other non-budgeted expenditure in excess of Four Thousand and 00/100 Dollars (\$4,000.00);
2. The sale or disposal of any piece of equipment with a value in excess of Four Thousand and 00/100 Dollars (\$4,000.00);
3. Any merger or dissolution of the Relief Association; and
4. Any amendment to these By-Laws or the Articles of Incorporation.

H. The approval of two-thirds (2/3) of the members of the Relief Association shall also be required to dispose of any piece of equipment with a fair market value in excess of Four Thousand and 00/100 Dollars (\$4,000.00).

**Section 2.02 Trustees Attendance at Meetings** Any Trustee may be removed by the vote of a majority of the remaining Trustees if such Trustee does not attend at least one (1) out of four (4) quarterly meetings in any calendar year. Attendance at a meeting shall be determined in the sole and absolute discretion of the Board of Trustees. In such event, the membership shall appoint a replacement Trustee, but may not re-appoint the same person who was removed as Trustee.

**Section 2.03 Regular Quarterly Meetings Notice** Regular quarterly meetings of the Board of Trustees shall be held on the third Tuesday of January, April, July, and October immediately following adjournment of the regular meeting. Each Trustee shall be notified in writing once a year regarding the date and time of the regular quarterly meetings in accordance with the provisions of Pennsylvania law. Notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meeting shall be initially fixed and then changed, notice of such action shall be given promptly by telephone or otherwise to each Trustee not participating in such action. Any business may be transacted at any regular meeting.

**Section 2.04 Annual Meeting of the Board of Trustees** An annual meeting of the Board of Trustees shall be held the third Tuesday of January immediately following adjournment of the regular meeting. Such meeting shall be the annual organization meeting at which the Board shall organize itself and elect the Executive Officers of the Board of Trustees, including a President, Vice President, Secretary, and Treasurer for the ensuing year and may transact any other business.

**Section 2.05 Special Meetings Notice** Special meetings of the Board of Trustees may be called at any time by the Board itself, or by the President, or by at least one-third (1/3) of the Trustees, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Trustees shall be given by the Secretary to each Trustee at least three (3) days before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

**Section 2.06 Organization** At all meetings of the Board of Trustees, and as set forth in Sections 2.01 and 2.02 above, the presence of at least a majority of the Trustees in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The Trustees present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than a quorum. If a quorum is not present at any meeting, the meeting may be adjourned, from time to time, by a majority of the Trustees present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Trustees not present at least twenty-four (24) hours prior to the hour of reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of majority of the Trustees present at a meeting duly convened and at which a quorum is present. The President, if he/she is a Trustee and is present, or if not, a Trustee designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his/her absence any Assistant Secretary, shall take the minutes at all meetings of the Board of Directors. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

**Section 2.07 Meetings by Telephone** One or more Trustees may participate in any regular or special meeting of the Board of Trustees or of a committee of the Board of Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participating in a meeting in this manner by a Trustee will be considered to be attendance in person for all purposes under these By-Laws.

**Section 2.08 Presumption of Assent** Minutes of each meeting of the Board shall be made available to each Trustee at or before the next succeeding meeting. Each Trustee shall be presumed to have assented to such minutes unless his objection thereto shall be made to the Secretary at, or within three (3) days of, such succeeding meeting.

**Section 2.09 Catastrophe** Notwithstanding any other provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles or these By-Laws, if any emergency resulting from warlike damage, or an attack on the United States, or any nuclear or atomic disaster, or any other national or local disaster, causes a majority of the Board to be incapable of acting as such, because of death or other physical disability or difficulties of communication or transportation, the other Trustee or Trustees shall constitute a quorum for the sole purpose of electing Trustees to replace the Trustees so incapable of acting. The Trustees so elected shall serve until such replaced Trustees are able to attend meetings of the Board or until the Board acts to elect Trustees for such purpose. Questions as to the existence of such an emergency, or disaster, or as to the fact of such incapacity shall be conclusively determined by such other Trustee or Trustees.

**Section 2.10 Resignations** Any Trustee may resign by submitting his/her resignation to the Secretary in writing. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein. A successor Trustee shall be appointed as set forth in Section 2.01 and 2.02 of these By-Laws.

**Section 2.11 Committees** By resolution adopted by two-thirds (2/3) of the whole Board, standing or temporary committees, which may include an Executive Committee, consisting of at least two (2) Trustees may be appointed by the Board of Trustees from time to time. Each committee shall have and exercise such authority of the Board of Trustees in the management of the business and affairs of the Relief Association as the Board may specify, from time to time, which may include any action which the Pennsylvania Nonprofit Corporation Law of 1988 provides shall or may be taken by the Board of Trustees. Any delegation of management or responsibility must be approved by at least two-thirds (2/3)

of the Trustees in attendance at a meeting of the Board of Trustee at which a quorum is present. The Board may designate one or more Trustees as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee, and in the event of such absence or disqualification, the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Trustee to act at the meeting in the place of any such absent or disqualified member. Any action taken by any committee shall be subject to alteration or revocation by the Board of Trustees; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

### **Section 2.12 Personal Liability of Trustees**

A. Elimination of Liability To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Trustee of the Relief Association shall be personally liable for monetary damages as such for any action taken, or any failure to take any action as a Trustee.

B. Nature and Extent of Rights The provisions of this Section shall be deemed to be a contract with each Trustee of the Relief Association who serves as such at any time while this Section is in effect, and each Trustee shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any By-Laws or provisions of the Articles of Incorporation of the Relief Association which has the effect of increasing Trustee liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, By-Law or provision.

### **Section 2.13 Indemnification of Trustees and Officers**

#### **A. Rights to Indemnification**

1. As used herein, the word "Action" shall mean any claim, lawsuit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Relief Association), or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Relief Association.

2. Except as prohibited by law, each Trustee and officer of the Relief Association shall be entitled as of right to be indemnified by the Relief Association against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party, or (ii) in connection with any other Action; provided, however, that no person shall be indemnified for any intentional, fraudulent or willful act in contravention of their duties as a Trustee or officer of the Relief Association or in circumstances where indemnification is prohibited under Pennsylvania law.

3. A person who is not a Trustee or officer of the Relief Association may be similarly indemnified in respect of service to the Relief Association to the extent the Board of Trustees at any time designates such person as entitled to the benefits of this Section.

4. As used in this Section, "indemnitee" shall include each Trustee and each officer of the Relief Association, and any other person designated by the

Board as entitled to the benefits of this Section; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and, "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Relief Association has not, at its expense, assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Relief Association, or (ii) if it shall have been determined pursuant to Section (C) hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

**B. Right of Indemnitee to Initiate Action: Defenses.**

1. If a written claim under paragraph (A) of this Section is not paid in full by the Relief Association within thirty (30) days after such claim has been received by the Relief Association, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

2. The only defense to an action to recover a claim for indemnification otherwise properly asserted under paragraph (A) shall be that the indemnitee's conduct was such that under applicable law the Relief Association is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving any such defense shall be on the Relief Association.

C. Non-Exclusivity: Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Relief Association at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he/she was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

**Section 2.14 Proxy** Any Trustee may give his or her written proxy to any other Trustee for the purpose of establishing a quorum, or to vote on any matter at a regularly scheduled bi-monthly or duly called special meeting of the Board of Trustees.

**ARTICLE III - MEMBERS**

**Section 3.01 Membership** The membership of this Relief Association shall consist of any person who is an active or support member in good standing of the Western Berks Fire Department.

**Section 3.02 Voting Rights of Members** Members holding active and support memberships, ages eighteen and older, shall have the right to vote on all matters pertaining to the organization, administration and matters generally of the organization.

**Section 3.03 Duties of Members and Right to Vote** It shall be the duty of each and every active, support, and life member of this organization to attend at least two (2) stated meetings, other than that held on the night of election, during each year. Neglect of this duty shall debar such member from the right to vote for the officers of the organization.

## **ARTICLE IV - OFFICERS**

**Section 4.01 Officers** The Officers of the Relief Association shall consist of a President, Vice President, Recording Secretary, and Treasurer. An individual may hold no more than one (1) office position at one time.

**Section 4.02 Terms of Office** All terms of office shall be for three (3) years.

**Section 4.03 Nomination of Officers** At the October meeting of members of an election year, the President shall appoint a nominating committee of three (3) members. This committee shall present a slate of nominees at the January Meeting. Nominations shall be taken from the floor at the October and January meetings. Nominations shall be closed at the January meeting. To be eligible for office, a person must have been a member in good standing for at least twenty-four (24) months preceding such election. Full-time employees of the Relief Association are not eligible for office.

**Section 4.04 Election of Officers** Officers of the Relief Association provided for in Section 4.01 of this Article shall be elected every three (3) years at the January meeting and shall take office at the January meeting following such elections. Prior to entering into an election, the President shall appoint two (2) tellers, two (2) clerks, and one (1) judge whose duty it shall be to conduct said election, attest to the veracity of the balloting and to announce the results of the election to the Relief Association. In case of a tie vote, balloting shall be repeated for that office as many times as it is necessary to obtain a majority vote for a single candidate.

**Section 4.05 Neglect of Duties** Any Member, after having been elected to an office or appointed to a committee, that refuses or neglects to perform their respective duties of that office or committee, or, in the case of an officer as outlined in Section 4.01 of this Article, refuses or neglects to attend three (3) successive meetings, unless detained by sickness or other unavoidable occurrence, shall be subject to the action of the membership, which may include declaring an office as vacant.

**Section 4.06 Vacancy in Office** When any office of the Relief Association is declared vacant, either through resignation of the officer or action taken by the membership under Section 4.05 of this Article, the vacant office shall be filled by ballot at the next regular meeting of the members of the Relief Association following the declaration of vacancy.

## **ARTICLE V - DUTIES OF OFFICERS**

**Section 5.01 President** The President shall:

A. Preside at all meetings of the members of the Relief Association, preserving strict order at same.

B. Enforce at all times the Articles of Incorporation and By-Laws of the Relief Association.

C. See that all officers of the Relief Association perform their respective duties of office in a satisfactory manner.

D. Along with the Treasurer, be authorized to sign all checks drawn by the Treasurer for the payment of bills and all notices and certificates which require such signature to authenticate.

- E. Decide on all questions of order subject to an appeal.
- F. Cast the deciding vote on all questions when both sides are equally divided.
- G. Appoint committees that may be periodically required for the conduct of business of the Relief Association, which are not otherwise provided for by the Articles of Incorporation and By-Laws, dissolving each as soon as it has completed its assigned function.
- H. Be, ex-officio, a member of any and all committees of the Relief Association, and, as such, be entitled, though not required, to attend the meetings of said committees, to include the Board of Trustees. The President shall be duly advised of all meetings of committees.
- I. Perform other duties which the Relief Association or the Articles of Incorporation and By-Laws may require.
- J. Hand over all books and papers associated with this office to the duly elected successor in office.

**Section 5.02 Vice President** The Vice President shall:

- A. Assist the President in preserving order at meetings of the members of the Relief Association, and provide any other assistance as may be required.
- B. Perform the duties of the office of the President in the absence of the President.
  - 1. In the absence of both the President and the Vice President, a President Pro-Tem shall be chosen by a majority of the members present at the meeting.

**Section 5.03 Recording Secretary** The Recording Secretary shall:

- A. Keep an accurate written account of the minutes of the proceedings of all regular and special meetings of the members of the Relief Association.
- B. Keep a record of attendance of the Officers at meetings.
- C. Preserve all papers and records relating to the office.
- D. Have the power to sign checks.
- E. Affix the seal of the Relief Association to all official papers and documents.
- F. Answer all communications addressed to the Relief Association.
- G. Give notice to the membership of all special meetings by posting of such notice in the newspaper and each facility at least three (3) days prior to the meeting.
- H. Give notice to the membership of all proposed amendments to the By-Laws by posting of such notice in the newspaper and each facility at least three (3) days prior to all meetings.

- I. Keep a record of all deceased members.
- J. Keep an accurate record of expenses associated with the performance of the duties of this office.
- K. Hand over all books and papers associated with this office to the duly elected successor in office.

**Section 5.04 Treasurer** The Treasurer shall:

- A. Subject to the approval of all expenditures by the Fire Commissioner, draw checks for the payment of all bills, with such checks requiring the signature of two authorized signers.
- B. Have all accounts under his/her control ready for audit by January 31 of each calendar year.
- C. Upon taking office, be bonded in an amount which shall be at least as great as the maximum cash balance in current funds of the Relief Association at any time during the fiscal year.
- D. Hand over all books, papers and accounts associated with this office to the duly elected successor in office.
- E. Must sign checks, along with a second authorized signer.
- F. Shall be the "disbursing officer".

**ARTICLE VI - RECEIPTS, DISBURSEMENTS AND INVESTMENTS**

**Section 6.01 Receipts**

- A. All receipts of this Relief Association shall be deposited, by the Treasurer, in the name of the Western Berks Fire Department Relief Association. Deposits shall be made on a timely basis.
- B. All receipts shall be recorded in the Relief Association's journal and ledger, and supporting documentation such as deposit slips, bank statements, etc., shall be maintained to verify the receipts.

**Section 6.02 Disbursements**

- A. Funds of this Relief Association shall not be expended for any purpose other than those authorized by the provisions of Act 84 of 1968 and the Relief Association bylaws. All expenditures must be approved by the Fire Commissioner for immediate payment and followed by a majority vote at the next meeting of the Association and duly recorded in the minutes.
- B. All expenditures must be made through a Relief Association account and recorded, in detail, in the Association journals and ledgers. Supporting documentation such as invoices, canceled checks, etc., shall be maintained to verify all disbursements.

### **Section 6.03 Investments**

A. Funds of this Relief Association may be invested in any security authorized by the provisions of Section 6(c) of Act 84. All purchases and sales of investments must be made in a prudent manner to insure maximum investment return and authorized by a majority vote at an Association meeting. The transactions must be duly recorded in the minutes.

B. A detailed record shall be kept of all Relief Association investment transactions. The Relief Association shall also keep a full accounting of all income derived from the investments. Investment documents shall be maintained to verify investment transactions. All Relief Association securities shall be stored in a secure location.

## **ARTICLE VII - MEETINGS OF MEMBERS**

**Section 7.01 Regular Meeting** The regular meeting of the members of the Relief Association shall be held on the third Tuesday of January, April, July and October immediately following the adjournment of the regular meeting. The January meeting shall be called the Annual Meeting.

**Section 7.02 Special Meeting** Special meetings may be called by the President or at the request of seven (7) members in writing. When called, the Recording Secretary shall advertise notice of special meetings in the local newspapers at least three (3) days prior to the meeting. Notice shall also be posted at each facility at least three (3) days prior to the meeting and shall identify the purpose of such special meeting. Only business pertaining to the special meeting will be conducted at said meeting.

**Section 7.03 Quorum** A quorum shall be met if five (5) members in good standing are present at any regular meeting or duly called special meeting of the members of the Relief Association.

## **ARTICLE VIII - BENEFITS**

**Section 8.01 Benefits** Upon the passing of a member in good standing of the Wernersville Volunteer Firemen's Benevolent Association at the time of dissolution of said organization, a death benefit in the amount of \$75.00 shall be paid by the Treasurer of the Association, to the designated beneficiary upon production of appropriate and legal documentation.

## **ARTICLE IX - GENERAL PROVISIONS**

**Section 9.01 Offices** The principal business office of the Relief Association shall be at 111 Stitzer Avenue, Wernersville, Pennsylvania 19565. The Relief Association may also have offices at such other places within or outside the Commonwealth of Pennsylvania as the business of the Relief Association may require.

**Section 9.02 Corporate Seal** The Board of Trustees shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Relief Association and the year and state of incorporation.

**Section 9.03 Fiscal Year** The fiscal year of the Relief Association shall end on such day as shall be fixed by the Board of Trustees.

**Section 9.04 Annual Report** The President and Treasurer shall present an annual report to the Board of Trustees in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988.

**Section 9.05 Dissolution and Withdrawal of a Municipality** The Relief Association may be dissolved upon the affirmative resolution of three quarters (3/4) of the entire Board of Trustees. Dissolution of the Relief Association shall be undertaken strictly in accordance with the Non-Profit Corporation Law of 1988, and shall require the Relief Association to obtain the approval of the Court of Common Pleas of Berks County, which approval shall provide for the disposition of the assets of the Relief Association and such other matters as the court shall direct. The withdrawal of any of the four (4) municipalities originally funding the Relief Association shall not constitute a partial dissolution of the Relief Association. In the event any municipality participating in the initial funding of the Relief Association elects to withdraw from the Relief Association (hereinafter, the "Withdrawing Municipality"), all Trustees appointed by such Withdrawing Municipality shall cease to be Trustees, effective on the date that the Withdrawing Municipality withdraws from the Relief Association. Withdraw from the Relief Association can occur only pursuant to the following: a) the withdraw can occur only at the end of a calendar year; and b) the Withdrawing Municipality must give written notice to the Relief Association at least ninety (90) days before the withdraw is to occur.

**Section 9.06 Signatures** The signatures of at least two officers, or the Fire Commissioner, one of whom shall be the Treasurer, shall be required for the issuance of Relief Association checks, withdrawal from the association savings account, redemption of any Relief Association investment, or on any other negotiable instrument issued by the Relief Association. The transfer of Relief Association between accounts may be performed at the discretion of the Treasurer of the Association.

**Section 9.08 Officer's Bond** The Relief Association shall maintain an officer's bond on the Treasurer. The amount of the bond shall be at least as great as the maximum cash balance in current funds of the Relief Association at any time during the fiscal year.

## **ARTICLE X - AMENDMENTS**

**Section 10.01 Amendments** Subject to the provisions of Section 2.02, these By-Laws may be amended, altered or repealed, and new by-laws may be adopted by the Board of Trustees at any regular or special meeting. Notice of any meeting scheduled with the purpose of amending, altering or repealing the by-laws shall be given to the members in the same manner as is provided in Section 7.02. No provision of these By-Laws shall vest any property or contract rights in any person.