



**Prudence Island Volunteer  
Fire Department, Inc.**

**Corporate Bylaws**

(Last updated July 10, 2021)

## Change Log

Date Approved	Article(s)/Section(s) Changed	Reason
July 10, 2010	Adopted	
August 7, 2010	Amended	
September 8, 2012	Amended	
August 8, 2020	Amended	
September 12, 2020	Amended	
August 8, 2020	Article 4 Section 2; Article 6 Section 1 and the listing of positions	Reduce the size of the BOC
September 12, 2020	Article 4; Article 5 (new Section 3, renumbered Sections 4-6); Article 7 (new Section 3, renumbered Sections 4-6)	Adding Deputy Chiefs, reducing Fire and EMS Lieutenants
October 10, 2020	Article 6 Section 10	Section changed to include auxiliary members
October 10, 2020	Article 14	Section changed to reflect new fiscal year
November 14, 2020	Article 9	<ol style="list-style-type: none"> <li>1. Section 1. changed period of time for probation to refer to sop/sogs</li> <li>2. Updated sections to remove specific training and refer to SOP's for training requirements.</li> <li>3. Reworked life membership – section on life membership obtained via in the line of duty illness or injury</li> <li>4. Added that Junior members may report to station for logistical support during a call.</li> <li>5. Renumbered the categories</li> </ol>
March 13, 2021	Article 2 Section 1, Article 4 Sections 1 & 2, and Article 5 Section 1	Standardized the wording of the sections.
July 10, 2021	Article 11	Completely rewritten

## ARTICLE 1: NAME

The name of the Corporation shall be *PRUDENCE ISLAND VOLUNTEER FIRE DEPARTMENT, INC.* (for convenience of reference, department and Corporation are interchangeable).

## ARTICLE 2: PURPOSE AND POWERS

**Section 1: Purpose:** The Corporation must be operated exclusively for the charitable purposes prescribed within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The assets of the Corporation must be specifically designated for religious, charitable, scientific, literary or educational purposes, and for the purpose of operating, managing and maintaining a volunteer fire department that provides emergency medical and rescue services, fire extinguishment support; and that increases fire safety awareness and training on Prudence Island. The Corporation is only empowered to engage in activities that are in furtherance of such purposes as are cited above.

**Section 2: Effectuation of Purpose:** In carrying out the purposes set forth in Section 1, the officers and Board of Control of the Corporation may utilize the Corporation's assets, principal, and income, in their discretion, directly or through other charitable organizations, in the effectuation of the purposes set forth in Section 1 above.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Board of Control, directors, trustees, officers or other private persons. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation. Further, the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding Sections of any future federal tax code.

In the event that the effectuation of such purposes is not deemed feasible or practicable, the Board of Control shall distribute the net income of the Corporation and from time to time such amount of amounts of the principal of the Corporation as they shall in their discretion determine for the support of such other organization(s) (a) which are described in the Internal Revenue Code 501(0)(3) and are exempt from taxation under the Internal Revenue Code Section 501(a) and (b) which can effectuate the general purposes for which the Corporation was formed.

**Section 3: Other Powers:** The Corporation shall have all other rights, powers, and privileges, which are not inconsistent with the foregoing, afforded to Corporations organized under the Rhode Island Non-Profit Corporation Act.

**ARTICLE 3: OFFICES**

The Corporation either shall have offices at such places within or without the State of Rhode Island as may from time to time be determined by the Board of Control or as the officers of the Corporation may require.

**ARTICLE 4: DEPARTMENT ORGANIZATION**

**Section 1: Operations:** The Corporation must have two branches established in order to govern and run the administrative and operational sections of the department under the direction of the Chief.

**Section 2: Branches of Governing:** The following must constitute the organizational charts of the two (2) branches within the Corporation.

***Operations Branch will consist of the following:***

	Chief
	Assistant Chief
	Deputy Chief (4)
Fire Captain	EMS Captain
First Fire Lieutenant	First EMS Lieutenant
Second Fire Lieutenant	PIVFD EMTs
PIVFD Certified Firefighters	PIVFD 1st Responders
PIVFD Fire Ground Support Personnel	
Fleet Maintenance Officer	
Communications Officer	
Station Steward	

**Administrative Branch will consist of the following:**

- Board of Control position 1
- Board of Control position 2
- Board of Control position 3
- Board of Control position 4
- Board of Control position 5
- Board of Control position 6
- Board of Control position 7 (Chief or Acting Chief - serving as a voting member)
- Tellers (2)
- Committee Members
- PIVFD Members

Elected positions by the BOC (see Article 6 Section 1)

- Chairperson
- Vice Chairperson
- Secretary
- Assistant Secretary
- Treasurer
- Assistant Treasurer

## **ARTICLE 5: ELECTIVE OFFICERS**

**Section 1: Chief.** The Chief of the Department shall be named District Chief within the Town of Portsmouth, but shall be known as Chief within the Corporation. The Chief shall be recommended by the Board of Control to the membership and attain the position by a majority vote of the members. The Chief of the Department shall serve a three (3) year terms; not to exceed three (3) consecutive full terms. In the event the position is filled due to a vacancy and this fulfillment occurs outside the normal Chief election cycle, the term limits begin at the next regularly scheduled election of Chief. The Department shall notify the Town of Portsmouth in writing of its choice for the position of District Chief of Prudence Island. The Chief shall be the overseer of all department activities and have the commanding voice in all decisions within the bounds set by the Board of Control.

The qualifications for Chief include, but are not limited to:

- Active Member in good standing for at least one year
- NFPA 1001 Firefighter level 2
- NFPA 1521 Incident Safety Officer
- CPR/First Aid Certified
- Valid driver's license
- Ranking officer prior to appointment preferred
- Emergency Medical Technician preferred
- Year round resident of Prudence Island preferred
- Shall be able to uphold duties set forth in Article 7 Section 1

**Section 2: Assistant Chief:** The Board of Control shall make a nomination of Assistant Chief to the membership. The membership shall also be permitted to make nominations from the floor, and the position of Assistant Chief shall be attained by a majority vote of the members. The Assistant Chief shall serve two (2) year terms; not to exceed three (3) consecutive full terms. In the event the position is filled due to a vacancy and this fulfillment occurs outside the normal Assistant Chief election cycle, the term limits begin at the next regularly scheduled election of Assistant Chief. The Assistant Chief shall uphold the duties set forth in Article 7 Section 2 and be responsible for the Corporation if the position of Chief is vacant.

The qualifications for Assistant Chief include, but are not limited to:

- Active Member in good standing for at least one year

NFPA 1001 Firefighter level 2  
NFPA 1521 Incident Safety Officer  
CPR/First Aid Certified  
Valid driver's license  
Ranking officer prior to appointment preferred  
Emergency Medical Technician preferred  
Year round resident of Prudence Island preferred  
Shall be able to uphold duties set forth in Article 7 Sections 1 and 2

**Section 3: Deputy Chief:** There shall be four (4) Deputy Chiefs within the Fire Division of the Corporation. The Board of Control shall be appointed by the Board of Control as recommended by the fire Chief. The Deputy Chief shall serve as long as he/she is engaged in an Active membership status.

The qualifications for Deputy Chief include, but are not limited to:

Active Member in good standing for at least one year  
NFPA 1001 Firefighter level 2  
NFPA 1521 Incident Safety Officer  
CPR/First Aid Certified  
Valid driver's license  
Emergency Medical Technician preferred  
Shall be able to uphold duties set forth in Article 7 Section 3

**Section 4: Fire Captain:** The Board of Control shall make a nomination of Fire Captain to the membership. The membership shall also be permitted to make nominations from the floor and the position of Fire Captain shall be attained by a majority vote of the members. The Fire Captain shall serve two (2) year terms; not to exceed three (3) consecutive full terms. In the event the position is filled due to a vacancy and this fulfillment occurs outside the normal Fire Captain election cycle, the term limits begin at the next regularly scheduled election of the Fire Captain. The Fire Captain shall uphold the duties set forth in Article 7 Section 3 and be responsible for the Corporation in the event of a vacancy in the positions of Chief and the Assistant Chief.

The qualifications for Fire Captain include, but are not limited to:

Active Member in good standing for at least one year  
NFPA 1001 Firefighter level 1  
CPR/First Aid Certified  
Valid driver's license  
Fire Lieutenant prior to appointment preferred  
NFPA 1001 Firefighter level 2 preferred  
NFPA 1521 Incident Safety Officer preferred  
Shall be able to uphold duties set forth in Article 7 Section 4

**Section 5: Emergency Medical Services Captain:** The Board of Control shall make a nomination of EMS Captain to the membership. The membership shall also be permitted to make nominations from the floor and the position of EMS Captain shall be attained by a majority vote of the members. The EMS Captain shall serve two (2) year terms; not to

exceed three (3) consecutive full terms. In the event the position is filled due to a vacancy and this fulfillment occurs outside the normal EMS Captain election cycle, the term limits begin at the next regularly scheduled election of the EMS Captain. The EMS Captain shall uphold the duties set forth in Article 7 Section 4.

The qualifications for EMS Captain include, but are not limited to:

- Active Member in good standing for at least one year
- EMT certified
- CPR certified
- Valid driver's license
- EMT Cardiac or Paramedic preferred
- EMS Lieutenant prior to appointment preferred
- Shall be able to uphold duties set forth in Article 7 Section 5

**Section 6: Fire Lieutenant:** There shall be two (2) Fire Lieutenants within the Fire Division of the Corporation. The Board of Control shall make nominations for Fire Lieutenant to the membership. The membership shall also be permitted to make nominations from the floor, and the positions of Fire Lieutenant shall be attained by the top five (5) vote recipients during the election. Fire Lieutenants shall serve one year terms with no term limits. Fire Lieutenants shall have charge at the fire emergency scene until a senior officer arrives and upholds duties set forth in Article 7 Section 5.

The qualifications for Fire Lieutenant include, but are not limited to:

- Active Member in good standing for at least one year
- NFPA 1001 Firefighter level 1
- CPR/First Aid Certified
- Valid driver's license
- Shall be able to uphold duties set forth in Article 7 Section 6

**Section 7: Emergency Medical Services Lieutenants:** There shall be one (1) EMS Lieutenants within the EMS Division of the Corporation. The Board of Control shall make nominations for Fire Lieutenant to the membership. The membership shall also be permitted to make nominations from the floor, and the positions of EMS Lieutenant shall be attained by the top two (2) vote recipients during the election. EMS Lieutenants shall serve one year terms with no term limits. EMS Lieutenants shall have charge at an EMS situation until a senior officer arrives and upholds duties set forth in Article 7 Section 6.

The qualifications for EMS Lieutenant include, but are not limited to:

- Active Member in good standing for at least one year
- EMT certified
- CPR certified
- Valid driver's license
- Shall be able to uphold duties set forth in Article 7 Section 7

**Term Limit Majority Override:** In the event an Operations Officer has reached the end of his or her term limit, the membership, by a majority vote, may elect said officer to another term as long as there is no other qualified candidate nominated to run for the position.

**ARTICLE 6: ADMINISTRATIVE OFFICERS**

**Section 1:** Board of Control: There shall be seven (7) members of the Board of Control; six (6) elected members and the Chief or Acting Chief of the Department (serving as voting member). The members of the Board of Control shall be nominated by the Board of Control. The membership shall also be permitted to make nominations from the floor, and the positions of Board member shall be attained by a majority vote of the membership. Each member of the Board of Control shall serve two (2) year terms; not to exceed three (3) consecutive full terms. In the event the position is filled due to a vacancy and this fulfillment occurs outside the normal Board of Control election, the term limits begin at the next regularly scheduled election of the Board of Control. Election of Board members shall be done according to the position number on the Board; positions 1, 3, 5, shall be elected on odd years and positions 2, 4, 6 on even years. At the first full Board of Control meeting following an election, the Board of Control will nominate and vote on a Chairperson and Vice-Chairperson and Treasurer and Secretary. The Chairperson and Vice Chairperson shall serve and uphold the duties as set forth in Article 6 Section 2. The Treasurer and Secretary shall serve and uphold the duties as set forth in Article 6 Sections 3 and 4, respectively. No more than three (3) officers (not including the Chief) may serve on the Board of Control at the same time.

All positions within the Board of Control must be filled at all times. In the event of a vacancy or if, for any reason, any member of the Board cannot fulfill the duties bestowed upon him/her; an election to fill said vacancy will take place at the next regular membership meeting of the Department. A Board of Control member may, if needed request a leave of absence, if so approved it shall not be for longer than 6 months and said member on leave will be kept up to date on all activities within the Board of Control while on said leave.

The Board of Control shall meet monthly prior to the Corporation's monthly meeting. Further, the Board may meet any time deemed necessary by the members of the Board of Control. A quorum for a meeting shall consist of five members.

The Board of Control, along with the Chief of the Department, shall exercise full control of, and authority over, all Town and Corporation owned property connected with the fire department. The Board of Control shall be required to create and uphold such rules, regulations, policies and standard operating guidelines as deemed necessary to afford a smooth operation of all aspects of the department. These policies and operating guidelines shall comply with local, state and federal laws, and recognized national standards, including, but not limited to, the Insurance Services Organization (ISO) and the National Fire Protection Association (NFPA).

The Chairman of the Board of Control, as well as the Chief of the Department, shall have the authority to immediately suspend any department member who is insubordinate or fails to follow departmental policies and guidelines. Said suspension shall be placed on the agenda of the next scheduled Board of Control meeting. Further, if deemed necessary, the Board of Control can be called into an emergency session where said suspension is the agenda. At the time of the meeting, all parties will be heard. If the suspension is continued, a formal notification will be sent to the individual with an explanation for such action. A copy of said notice shall also be filed in the member's personnel file.

The Board of Control, along with the Chief of the Department, may suspend any member



charged with a crime or felonious offense. The individual may appear before the Board of Control where the case will be reviewed. The Board of Control may (a) allow the individual to continue to serve with no restrictions; (b) allow the individual to continue to serve with restrictions as deemed appropriate or; (c) suspend the individual pending a ruling from a court-of-law. Should the individual be found guilty of said offense, the Board of Control may discharge the individual from the department. The Board of Control may also suspend and/or discipline, up to and including being discharged from the department, any member who, by their actions, creates dissension or brings disgrace/discredit upon the department.

**Section 2: Chairperson/Vice Chairperson:** The Chairperson shall open and maintain order at all official meetings of the Corporation; regular and special. He/she shall appoint committees, request the membership to approve members who have been recommended or nominated for elected office or committees; whether temporary or full term. The Chairperson shall call upon the membership to vote on any motions on the floor. Prior to any vote, the Chairperson will count all voting members and, if a paper ballot is called for, will make sure the vote coincides with the amount of paper ballots cast through the tellers. He/she will officially close all meetings of the Corporation. In the absence of the Chairperson, the Vice Chairperson shall assume all duties of the Chairperson.

**Section 3: Secretary/Assistant Secretary:** The Secretary shall keep a true account and record of all business transacted by the Corporation, keep minutes of all meetings of the Corporation, and send copies to the Chief and Chairperson. The Secretary shall handle all correspondences of the Corporation and shall disperse said correspondences to appropriate members of the Corporation. He/she will post on the bulletin board a list of all regular meetings for the year and will take attendance of all members present at all meetings of the Corporation. The Secretary shall keep an updated list of all members and a secure private file of all members. Said file will contain, but not be limited to, current addresses, classes taken, EMT/CPR license information, immunization records (hepatitis, TB and all others required by the Department of Health standards for health care providers). The secure files shall be kept in a safe location where they are not accessible to the general membership. The Secretary will make all records and minutes available to the auditing committee as needed. In the absence of the Secretary, the Assistant Secretary will assume all duties of the Secretary. The Assistant Secretary shall be nominated by the membership and attain office by a majority vote of the membership.

**Section 4: Treasurer/Assistant Treasurer:** The Treasurer shall keep a true and accurate account of all financial transactions and bank accounts of the Corporation, including all donations paid to the Corporation, as well as paying all bills that are due to the Corporation as authorized by the membership, Board of Control, and Chief. He/she shall make an itemized report at the regular monthly meetings, and at such time as requested by the Board of Control. The Treasurer will make all records of financial transactions, and accounts of the Corporation available yearly to the auditing committee. In the absence of the Treasurer, the Assistant Treasurer will assume all duties of the Treasurer. The Assistant Treasurer shall be nominated by the membership and attain office by a majority vote of the membership. The Treasurers shall be a stipend position. The Board of Control and the Chief of Department shall determine stipend annually during the budget process.

**Section 5: Tellers:** The Tellers shall be nominated by the membership and attain office by a majority vote of the membership. The Tellers shall be in charge of collecting one (1) ballot from each eligible voting member when a written vote must be taken. Further, the Tellers

must verify that the number of ballots cast corresponds to the number of eligible voters as counted by the Chairperson. The Tellers shall count each ballot and report the vote count to the members present. Further, he/she shall allow any active member to ask questions or request a recount of the vote. The Tellers shall inform the Secretary of the outcome. In the event of one or both tellers are not present, a stand-in shall be appointed by the Chairman and approved by the membership for said meeting only. Teller position one (1) shall be elected on odd years and Teller position two (2) shall be elected on even years.

**Section 6: Communications Officer:** The Communications Officer shall be appointed by the Board of Control. The Communications Officer shall keep an updated and accurate record of all base radios, truck radios, portable apparatus radios, portable radios, wireless telephones and membership pagers that are owned by the Corporation. He/she shall be in charge of the distribution of said equipment to appropriate members. Further, the Communications Officer is responsible for preventative maintenance, upkeep, and ensuring membership maintains the equipment assigned to them. In the case of misuse or neglect, he/she is required to immediately report said abuse to the Chief of the Department. The Communications Officer is responsible for keeping the Chief, Board of Control and the membership informed of the status of all radio equipment. The Communications Officer shall be a stipend position. The Board of Control and Chief of Department shall determine the stipend annually during the budget process.

**Section 7: Fleet Maintenance Officer:** The Fleet Maintenance Officer shall be appointed by the Board of Control on a yearly basis. The Fleet Maintenance Officer is to collaborate with the Fire/EMS Captains and all the apparatus Lieutenants in order to complete simple repairs and maintenance of all apparatus, including, but not limited to, replacing light bulbs, monitoring tire pressure, conducting lubrication/oil/filter changes, and executing any repairs that can be conducted easily on the island. Further, he/she will be responsible for the repair and preventative maintenance of all small engine equipment owned by the Corporation; including, but not limited to, chainsaws, jaws-of-life, electrical generators, and pump motors.

The Fleet Maintenance Officer shall be a stipend position. The Board of Control and the Chief of the Department shall determine stipend annually during the budget process.

**Section 8: Station Steward:** The Station Steward shall be appointed by the Board of Control on a yearly basis. The Station Steward shall be responsible for the general upkeep of the station and grounds. Weekly, or as needed, the Steward will sweep all floors apparatus bays, restroom, meeting room, and office areas. Further, he/she will clean all countertops/tables and clean the sink and toilet. As needed, the Steward will keep the grass cut and trim around the station in the summer and during the winter will keep the entry doors, apparatus doors, the floating dock and its ramp free of snow and ice. The Corporation will supply all necessary cleaning supplies.

The Station Steward shall be a stipend position. The Board of Control and the Chief of Department shall determine stipend annually during the budget process.

**Term Limit Majority Override:** In the event an Administrative Officer has reached the end of his or her term limit, the Membership, by a majority vote, may elect said officer to another term as long as there is no other qualified candidate nominated to run for the position.

**Section 9: Training Committee:** The Training Committee is to consist of two (2) active

members who will be appointed by the Board of Control, and the Assistant Chief. The Training Committee shall, with the direction of Chief of the Department and all departmental officers, formulate a training program and schedule focusing on the needs of the department beyond the NFPA Firefighter 1001 and the Rhode Island Department of Health EMT Standards. The Training Committee will solicit input from the membership on training topics. All fire related programs should be based on nationally recognized standards. Whenever possible, National Fire Protection Association standards will be used for the program basis with instructional materials from the International Fire Service Training Association, the National Fire Academy and other reference and periodical material as it applies. All EMS-related programs will be based on the applicable texts as recommended and accepted by the Rhode Island Department of Health, Division of Emergency Medical Services. Program materials shall reflect the content of the text being used. Use of additional materials from other sources to reinforce the text is encouraged.

**Section 10: Auditing Committee:** The Auditing Committee is to consist of 3 (three) active or auxiliary members, one (1) Board of Control member, and one (1) Officer. The Board of Control will appoint all members to the Auditing Committee; excluded from participation will be the Chief of the Department, Treasurer, Secretary, Assistant Secretary, and Assistant Treasurer. The Auditing Committee shall meet yearly in May and review the following: minutes of meetings; departmental communications; and financial statements of the Corporation, the committee shall submit a written report to the Board of Control and a report to the membership by July.

**Section 11: Bylaws Committee:** Periodically, the Board of Control shall appoint a Bylaw Committee in order to review and recommend changes and updates to the bylaws of the Corporation.

**Section 12: Social Committee:** The Social Committee shall be formed by members who volunteer to organize functions for the membership, such as lunches, dinners and cookouts. Further, the Social Committee would suggest items to be purchased for the station for the comfort and/or recreation of department members. The funding of the Committee will come from a portion of donations and proceeds from ice machine and soda sales. All purchases shall be approved by the membership by a hand vote.

**All elected positions shall be nominated, elected and installed at the regular meeting in August. The terms of office shall be as follows:**

<b>POSITION</b>	<b>TERM (in years)</b>	<b>TERM ELECTION YEAR</b>
Chief	Three (3)	Even
Assistant Chief	Two (2)	Odd
Fire Captain	Two (2)	Even
EMS Captain	Two (2)	Even
Fire Lieutenants	One (1)	Yearly
EMS Lieutenants	One (1)	Yearly
Assistant Treasurer	Two (2)	Even
Assistant Secretary	Two (2)	Odd
Tellers	Two (2)	1 Odd 1 Even
<b>Board of Control</b>	<b>TERM (in years)</b>	<b>Term Election Year</b>

1st position	Two (2)	Odd
2nd position	Two (2)	Even
3rd position	Two (2)	Odd
4th position	Two (2)	Even
5th position	Two (2)	Odd
6th position	Two (2)	Even

## **ARTICLE 7: OPERATIONS OFFICERS' DUTIES**

**Section 1: Chief of the Department:** The Chief of Department is to have full control over all functions of the Corporation with the supervision of the Board of Control. Furthermore, the Chief of Department shall ultimately be responsible for all departmental property including buildings, apparatus, and equipment (Town or Corporation owned). The Chief of the Department shall exercise careful supervision of the department and officers to ensure all apparatus is fully functional and ready to respond as needed. He/she shall establish a chain of command within the framework of the department. This chain of command will be utilized, as much as practical, for all department operations under the standards of the Incident Command System. Further, it shall be the duty of the Chief of Department to see that all department rules, regulations, by-laws and Standard Operating Guidelines are strictly enforced, followed and obeyed. In short, the Chief of the Department shall at all times run an efficient, well-organized department.

The Chief of the Department, along with the Board of Control, shall review and prepare the annual budget and present a request for funding to the Town of Portsmouth. The Chief of the Department shall be a salaried position. Salary shall be determined annually during the budget process by the Board of Control and will be paid at the discretion of the Board of Control and the Treasurer as monetary funds allow. Further, if available, he/she may be provided a departmental vehicle. Said vehicle is to be at the disposal of the department as needed.

**Section 2: Assistant Chief of the Department:** The Assistant Chief shall work closely with the Chief of Department in all aspects of the department. The Assistant Chief shall be considered the Department Training Officer and, along with the Training Committee, shall organize departmental trainings. He/she shall sit with all officers, fire and EMS, take input from the general Membership, and formulate, with the training committee, a training schedule for Fire and EMS training and re-certifications throughout the year, and make written reports on trainings and members present at training.

**Section 3: Deputy Chief of the Department:** The Deputy Chief of the Department shall uphold the duties set forth by the Chief of the Department

**Section 4: Fire Captain:** The Fire Captain shall have command of a fire scene until relieved by a superior officer. He/she shall oversee all Fire Lieutenants and their respective Apparatus, as well as the Fleet Maintenance Officer and his/her equipment. The Fire Captain shall keep track of all written reports on all apparatus and the equipment on them, making sure all problems and defects are reported to the Chief of Department as soon as possible. The Fire Captain shall serve

as the fire apparatus inventory/supply officer and shall work with the Board of Control and Chief of Department in ordering all supplies and equipment needed for all Fire Apparatus and operations.

**Section 5: Emergency Medical Services Captain:** The EMS Captain shall oversee the operation of the EMS division of the department. He/she shall oversee the Lieutenants of the EMS division and may assign them specific duties to be carried out, depending on their EMT level, relating to the maintenance and upkeep of all EMS equipment and drugs carried on board, as well as the rescue vehicle itself. The EMS Captain is to make sure the Rescue vehicle is stocked to the standards set forth by the Rhode Island Department of Health. He/she is the officer in charge of an EMS call; however, if a higher level EMT, such as a Cardiac or Paramedic of the Department or Portsmouth Fire Department arrives, that EMT is in charge of patient care per Rhode Island Department of Health protocol. The EMS Captain shall serve as the Rescue inventory and supply officer and shall work with the Board of Control and Chief of Department in ordering all supplies and equipment needed for the Rescue.

**Section 6: Fire Lieutenants:** The first arriving Fire Lieutenant shall have command of a fire scene until relieved by a superior officer.

**Section 7: Emergency Medical Services Lieutenants:** In the absence of the EMS Captain, the first arriving EMS Lieutenant is the officer in charge of an EMS call. However, if a higher level EMT, such as a cardiac or Paramedic of the Department or Portsmouth Fire Department arrives, that EMT is in charge of patient care per Rhode Island Department of Health protocol. The Advanced Life Support Medications will be inventoried and stocked by a Cardiac or Higher level EMT.

## **ARTICLE 8: BUSINESS MEETINGS**

**Section 1: Meetings:** Regular meetings of the Prudence Island Volunteer Fire Department shall be held at the fire station on the second Saturday of every month at 9 AM. A quorum for the transaction of business shall consist of three (3) members of the Board of Control and four (4) members in good standing.

## **ARTICLE 9: MEMBERSHIP**

### **1. Categories of Membership**

1. Active member
2. Probationary
3. Life Member
4. Auxiliary Member
5. Exempt Member
6. Temporarily Inactive Member
7. Inactive Member
8. Junior Member
9. Honorary Member

### **Categories Explained**

**Section 1: Active:** To be considered an Active Member of the department, said member is expected: to meet all training requirements as set forth in the PIVFD SOP/SOG's and annually attend a combination totaling six of the following:

- EMS/Fire calls
- training sessions
- membership meetings

Active Members shall have the right to vote, hold office, as long as qualifications are met for such office. All Active Members shall have served a period of time as a probationary member as set forth in the PIVFD SOP/SOG's prior to becoming a full Active Member.

**Section 2: Probationary:** All new members shall serve a probation period as set forth in the PIVFD SOP/SOG's. During this period, they are expected to attend meetings, EMS/Fire calls, functions and trainings. They shall also meet all training requirements as set forth in the PIVFD SOP/SOG's. At the completion of the probation, the member may petition the Board of Control for an upgrade to Active Membership

**Section 3: Life Member:** Any active or exempt member who has been in service to the department in good standing for 25 or more years is eligible for life membership and must apply or be recommended by a member in good standing to the Chief of the Department. The Chief will forward a favorable recommendation to the Board of Control. With a majority vote of the Board of Control said member shall be elevated to Life Membership.

A member may be eligible for Life Membership through illness or a disabling accident or injury that occurred IN THE LINE OF DUTY. In this instance, a formal review of the circumstances by the Chief of the Department and his Chief Officers shall be held. If found eligible, the Chief will forward a favorable recommendation to the Board. With a majority vote of the Board of Control said member shall be elevated to Life Membership.

Life members shall enjoy all privileges of said membership and can hold all offices, have the right to vote, and are not held to the constraints of having to make minimum calls or trainings. Training and Fire/EMS call attendance is encouraged if the Life Member is to remain active within the department.

**Section 4: Auxiliary Member:** To be considered for Auxiliary Membership said member or applicant must be willing to help the department in everyday functions but may not want to be active in Fire and EMS calls. Auxiliary Members shall be encouraged to serve on committees, may hold administrative office, but not operations office, and shall have the right to vote, EXCEPT for operations officers. Auxiliary Members shall not respond to calls and will not have to become First Responders and Firefighter Level 1 certified, but will serve a probationary period and are expected to attend meetings and functions and become familiar with SOP'S/SOG'S of the department.

**Section 5: Exempt Member:** To be considered for Exempt Member status said member shall have been an active member in good standing for at least 10 years and has become incapable due to health or age, of continuing as an active member. Exempt Members shall have the right to vote and hold administrative office, but not operations offices. Requests for exempt membership shall be made in writing to the Board

of Control.

**Section 6: Temporary Inactive Member:** Any department member that has been active with in the department may request to become a temporary inactive member due to health, employment, relocation, etc., for a period of five or less years. The Board of Control shall take each request on a case-by-case basis. While the member is inactive, he/she shall not have the right to vote or hold office, but may have a voice on the floor at regular meetings. The Temporary Inactive Member may request in person at a regular meeting or in writing to the Board of Control to be placed back into the active or auxiliary membership. While the member is on Temporarily Inactive status, the member must attend at least one training, meeting or department function per year.

**Section 7: Inactive Member:** Any member that has been found to be consistently absent from calls, trainings, meetings, or any department function for a period of 1 year with no explanation may automatically be placed into the inactive membership. Inactive members SHALL NOT have the right to vote or hold office but will have a voice on the floor of a regular meeting. A member that has been placed on inactive status may request in person at a meeting or by letter to the Board of Control a reinstatement request with a 6-month probation period to follow.

(a) Starting at the annual meeting when these bylaws are accepted, the membership roster will be held by the secretary and the secretary shall record monthly meeting attendance. Each subsequent year, prior to the annual meeting, the Board of Control shall review the attendance records, call logs, and training records and shall identify members requiring membership status changes. This membership status change shall be performed every year prior to the annual meeting and changes to the roster shall be announced at the meeting with formal notifications sent to any member whose status within the department has changed.

(b) Any member may appeal status change to the Board of Control.

**Section 8: Junior Member:** Sixteen to eighteen year olds may apply to be Junior Members. Junior Members may participate in all meetings, trainings, details and drills, but shall not participate at or respond to scene(s) of fire or EMS calls but may report to the fire station to assist in logistical support as needed. Junior Members must maintain good academic standards. At age 18, Junior Members may apply for active membership and if they have met all of the training requirements for active membership they will not be required to serve a probationary period.

**Section 9: Honorary Member:** The Prudence Island Volunteer Fire Department may recognize individuals, who are not members of the PIVFD but have demonstrated a significant commitment to the Department, by bestowing upon them an "Honorary Member" status. To ensure fairness and consistency, all official honorary designations will be processed through the Board of Control and voted on by the membership. Nominations will be submitted to the BOC and must include a letter describing the extraordinary achievements and/ or contributions of the prospective Honorary Member, and must provide specific examples of how the nominee's actions have enhanced the quality of life, morale and well-being of the department. Honorary Members will not have the privilege of voting or holding of any office within the department, but will be encouraged to participate in community service, civic and social functions held by the PIVFD.

Designating an Honorary Member is a significant distinction and an appropriate presentation/ceremony should be held in the presence of the membership to present the Honorary Member Certificate and to recognize the outstanding accomplishments and support the designee has provided to PIVFD.

## **ARTICLE 10: RESIGNATIONS**

**Section 1: Resignation of Officers:** Resignation of all officers shall be submitted, in writing, to the Secretary. All resignations will be read to the members at the next scheduled meeting. In cases of resignation, removal, or vacancy, the Department will hold an election at the next regular meeting after the notice of vacancy. The position of election will be only for the unexpired term of the office holder.

**Section 2: Resignation of Members:** Resignation of members shall be submitted in writing to the Secretary. All resignations will be read to the membership at the next scheduled meeting.

## **ARTICLE 11: STANDARDS OF CONDUCT AND DISCIPLINE**

**Section 1: Standards of Conduct:** All members of the PIVFD must conduct themselves in such a manner as will convey a positive image of the Department and will in no way impact or reflect adversely on the PIVFD. With that in mind, the following shall be considered major offenses, that will result in suspension, or discharge:

1. Possession of illegal drugs on the premises of the Corporation which herein shall include Corporation vehicles.
2. Carrying any weapon on Corporation premises
3. Committing any act of sexual harassment or discrimination.
4. Contributing to unsanitary conditions.
5. Dishonesty or misrepresenting anything to PIVFD, its Directors, or Officers.
6. Failure or refusal to carry out orders or instructions from an officer.
7. Failure to fulfill the responsibilities of a job to an extent that might or does cause injury to a person or damage to Corporation property, or the property of others.
8. Falsification of information requested on Corporation records or documents.
9. Disorderly, or immoral conduct while on the Corporation premises.
10. Reckless or negligent behavior that may result or results in damage to Corporation property, the property of others, or other persons.
11. Threatened or actual physical violence.
12. Unauthorized use of a PIVFD vehicles.
13. Unauthorized use of, removal of, theft or intentional damage to the property of the PIVFD.
14. Violation of an established SOP/SOG/Safety rule.
15. Harassment of other members including, but not limited to, verbal and physical conduct or unwelcome advances with regard to or on the basis of sex, race, color, national origin or ancestry, age, religion, creed, marital status or handicap.
16. Any arrest, the filing of a disorderly person or criminal complaint, or the return of an indictment against or conviction of a member for an alleged wrongful activity may result in immediate suspension, an indefinite suspension, or removal from the department, depending on the particular circumstances and the offense charged (at the Chief and Board of Control's discretion).



**Section 2: Discipline:**

When a member fails to follow an appropriate standard of conduct, disciplinary action must be taken to correct this situation and to prevent further occurrences. The degree of discipline depends upon the seriousness of the offense and the circumstances under which the offense occurred. In addition, certain major offenses warrant immediate suspension.

**Progressive Discipline:** Disciplinary actions must be progressive in nature and consistent with the seriousness of the infraction. Progressive discipline will start as:

1. an oral counseling session with the officer in charge,
2. a written warning issued during a session with the officer in charge,
3. a one on one counseling with the Chief of the Department,
4. a disciplinary hearing.

All steps of the progressive disciplinary actions will be fully documented by the officer in charge and signed by all parties attending each session.

**Charges: The procedures for filing charges must be as follows:**

- Any member of the Department may present charges.
- All charges must be in writing and presented to the Chief of the Department or Chief Officer. If the charges are being brought against the Chief of the Department, the charges must be presented to the Chairperson of the Board of Control.
- The charges must contain at a minimum:
  - Name of member(s) charged.
  - Specific charge(s).
  - Specific description and date and time of incident(s).
  - Signature of member(s) presenting charge(s).

**Section 3: Hearings:** The Chief must consider whether a hearing is warranted based on the seriousness of the charges and the overall conduct and performance of the member charged, If the Chief believes that a disciplinary action is not warranted and the member presenting the charges agrees, the matter will not be referred to the Disciplinary Board for action. However, if the member presenting the charges does not agree, the Chief must assign an Investigating Officer (Assistant/Deputy Chief or Captain) to review and investigate the charges. This investigation must be completed with a written report and recommendation submitted to the Chief within seven calendar days of assignment to the Investigating Officer. The Chief of the Department will review the investigation and make his/her recommendation to the Board of Control to either dismiss, dismiss with counseling, or convene a disciplinary hearing. Disciplinary Hearings must be presided over by the Board of Control and the Chief of the Department.

Rights of the Accused:

The Chief of the Department must notify the accused member, in writing, of the charges brought against him/her. He must advise the member of the following rights:

- To remain silent.
- To have a personal PIVFD representative assist with preparation and be present at all phases of the investigation including the disciplinary hearing if held (this is not a right to

counsel).

- To examine all evidence used against him/her.
- To present matters in defense or extenuation and mitigation.
- To call reasonably available witnesses

#### Hearing Procedures:

The Chairperson of the Board of Control must call the Disciplinary Hearing to order and take roll call.

The following persons must be present:

- Quorum of the Board of Control herein known as the Disciplinary Board
- Chief of the Department
- Designated Recorder (normally Secretary of the BOC)
- Investigating Officer
- Accused Member (s) (with PIVFD representative (s))
- Member/Person filing charges
- Witnesses (witnesses must be present but not allowed in the hearing except while their testimony is required)

The charges must be read at the start of the hearing, after which the Chief will frame his thoughts on the charges and his decision to assign an Investigating Officer.

The member filing the charges must be called upon to substantiate such charges and answer questions concerning the same. At this point, only the Board and the Chief may question the member.

The Investigating Officer must present an overview of his/her findings and answer any questions from the Board, the accused or the member filing charges. The Chief or the Investigating Officer may call witnesses to support the findings and charges and must submit to cross examination if the accused so wishes.

Once the Chief and Investigating Officer have presented their findings, the accused member must be given the opportunity to be heard, and present such testimony, evidence and offences ~~and information~~ as the Board of Control must deem relevant and material. The accused will have the right to question his/her accuser and bring forward any witnesses on his/her defense/benefit.

If the member charged chooses not to appear at the hearing, having been given due notice, the Board must hear the charges, render its decision and take appropriate action based on the merits of the case, consistent with these Bylaws and as if the member charged had appeared and not offered a defense.

If the Disciplinary Board does not comprise of the entire Board of Control, the findings and recommendations of the Disciplinary Board must be written and signed for presentation to all presiding members of the Board of Control who shall consent or dissent from the findings and recommendations.

The Board of Control is the final authority to suspend or otherwise discipline any member, depending upon the severity of the offense and other considerations that come to its attention. Such punishment must not be inconsistent with these Bylaws.

A member who is to appear on charges may be placed on suspension by the Chief or Board of Control until disposition of charges.

## **ARTICLE 12: FINANCIAL PLANNING AND PROCUREMENT GUIDELINES**

**Section 1: Procurement Authority and Procedures:** Authority to purchase and enter the Corporation into a contractual relationship utilizing PIVFD or Town budgeted funds is a DELEGATED authority. Only the Chief or a majority vote of the Board of Control may authorize a purchase of less than \$500.00. Any purchase greater than \$500.00 shall be brought before the membership for a vote with the exception of customary operational, fair and budgeted expenditures. Prior to any purchase, the Treasurer will be consulted to ensure sufficient funds are available.

**Section 2: Donated Funds:** Periodically, the Corporation receives donations from families and members of the community. These donations shall be placed in the general fund of the Corporation. On occasion a sizable donation is received from a benefactor. When this occurs, the Board of Control will meet and bring recommendations to the membership unless an item or fund is specified by the benefactor. Acting on a majority vote, the Treasurer will place the donation in a separate fund to be utilized as designated by the membership. Expenditures, in any amount, will be approved by the Board of Control of the membership.

**Section 3: Five-Year Plan:** Each year, the Chief and the Board of Control will designate one member to chair the Five-Year Plan Committee. The Committee shall meet and formulate a purchase and action plan for the Corporation to follow over a five-year period. The Committee shall meet each year to reevaluate and update any completed projects or purchases and address any new issues brought forth within the past year. The following areas will be covered:

- a) Building (including maintenance and grounds)
- b) Vehicles
- c) EMS Equipment
- d) Fire Equipment
- e) General Items of Department Operations and Management

The Committee will submit their report to the Board of Control and the membership. Upon acceptance, the Chief and the Board of Control shall utilize the plan for guidance in the general operation and maintenance of the department. Any town owned vehicle/equipment issues shall be brought to the attention of the Portsmouth Fire Chief, Town Administrator, and Town Counsel to ensure proper planning is provided for the life extension/modernization or purchase of fire apparatus.

**Section 4: Operating Reserve Fund:** The Board of Control shall establish the amount to be in reserve by the Treasurer. This amount shall then be brought before the membership for approval. The goal shall be to have an amount in reserve equal to at least one-year's operational costs.

**a. Determining the Amount.** The Board of Control shall establish the amount to be in reserve

by the Treasurer. This amount shall then be brought before the members for approval.

### **ARTICLE 13: CORPORATE SEAL**

The corporate seal shall have inscribed thereon the name of the Corporation and such other appropriate language as the Board of Control may from time to time determine.

### **ARTICLE 14: FISCAL YEAR**

The fiscal year of the Corporation shall start on July 1<sup>st</sup> and end on June 30<sup>th</sup>

### **ARTICLE 15: INDEMNIFICATION**

**Section 1: General:** The Corporation shall indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he 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, partner, trustee, member, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding if (a) he conducted himself in good faith; and (b) he reasonably believed (i) in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests, and (ii) in all other cases, that his conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. Provided, however, that if the proceeding was by or in the right of the Corporation, indemnification shall be made only against reasonable expenses and shall not be made in respect of any proceeding in which the person shall have been adjudged to be liable to the Corporation. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not conduct himself in good faith and in a manner which he reasonably believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests, and, in all other cases, that his conduct was at least not opposed to its best interests, and with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2: Personal Benefit:** A director, officer, member, employee, or agent shall not be indemnified under Section 1 in respect of any proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he shall have been adjudged to be liable on the basis that personal benefit was improperly received by him.

**Section 3: Successful Defense:** To the extent that a director, officer, member, employee, or agent of the Corporation has been wholly successful, on the merits or otherwise, in the defense of any proceeding referred to in Section 2, he shall be indemnified against reasonable expenses (including attorneys' fees) incurred by him in connection with the proceeding.

**Section 4: Application to Court:** Upon application for a director, officer, member,

employee, or agent and such notice as the court shall require, a court of appropriate jurisdiction shall have authority to order indemnification in the following circumstances: (a) If it determines a director, officer, member, employee, or agent is entitled to reimbursement under Section 3, the court shall order indemnification, in which case the director, officer, employee or agent shall also be entitled to recover the expenses of securing such reimbursement; or (b) If it determines that the director, officer, member, employee, or agent is reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he has met the standard of conduct set forth in Section 1 or has been adjudged liable in the circumstances described in Section 2, the court may order such indemnification as the court shall deem proper, except that indemnification with respect to any proceeding by or in the right of the Corporation or in which liability shall have been adjudged in the circumstances described in Section 2 shall be limited to expenses. A court of appropriate jurisdiction may be the same court in which the proceeding involving the director's, officer's, member's, employee's, or agent's liability took place.

**Section 5: Determination of Indemnification:** Any indemnification under Section 1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case after a determination has been made that indemnification of the director, officer, member, employee, or agent is permissible in the circumstance because he has met the standard of conduct set forth in Section 1. Such determination shall be made:

- (a) By the Board of Control by a majority vote of a quorum consisting of members thereof not at the time parties to the proceeding; or
- (b) If such a quorum cannot be obtained, then by a majority vote of a committee of the board, duly designated to act in the matter by a majority vote of the full board (in which designation members who are parties may participate), consisting solely of two (2) or more members not at the time parties to the proceeding; or
- (c) By special legal counsel, selected by the Board of Control or a committee thereof by vote as set forth in items (a) or (b) of this Section 5, or, if the requisite quorum of the full board cannot be obtained therefore and such committee cannot be established, by a majority vote of the full board (in which selection Members who are parties may participate).

Authorities of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in the manner specified in Section 5 (c) for the selection of such counsel.

**Section 6: Advance Payment:** Reasonable expense incurred by a director, officer, member, employee, or agent who is a party to a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of such proceeding upon receipt by the Corporation of (a) a written affirmation by the director, officer, member, employee, or agent of his good faith belief that he has met the standard of conduct necessary for indemnification by the Corporation as authorized in these Bylaws; and (b) a written undertaking by or on behalf of the director, officer, member, employee, or agent to repay such amount if it shall ultimately be determined that he has

not met such standard of conduct, and after a determination that the facts then known to those making the determination would not preclude indemnification under these Bylaws. The undertaking required by this subsection shall be an unlimited general obligation of the director, officer, employee or agent but need not be secured and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this Section 6 shall be made in the manners specified in Section 5.

**Section 7: Other Indemnification:** The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, partner, trustee, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained in this Section 7 shall limit the Corporation's power to pay or reimburse expenses incurred by a director, officer, employee or agent in connection with his appearance as witness in a proceeding at a time when he has not been made a named party in the proceeding.

**Section 8: Insurance:** The Board of Control may authorize and direct that insurance be purchased and maintained on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, member, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, member, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against him and incurred by him in any such capacity or arising out of the status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these Bylaws.

#### **ARTICLE 16: DISTRIBUTION OF ASSETS OF DISSOLUTION OR FINAL LIQUIDATION**

Upon the dissolution of the Corporation, the Board of Control shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively to the Portsmouth (Rhode Island) Volunteer Fire Department so long as it is a charitable organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code. In the event that any assets are not disposed of in the foregoing manner, such assets shall be disposed of by a court of appropriate jurisdiction to another such organization or organizations to be used in such manner as in the judgment of the court will best accomplish the purposes and further the activities of the Corporation. In no event shall any such assets be distributed to any officer or director of the Corporation or to any other private individual.

#### **ARTICLE 17: CONSTRUCTION**

The title of the Articles and Sections thereof of these Bylaws are for convenience of reference only and will not be considered in the interpretation or construction of any of the provisions thereof. Words in the singular or plural number, or in the masculine, feminine, or neuter gender shall each be deemed to include the other. By way of illustration (and not by

way of limitation) words such as "he", "his", or the like are used for convenience only, and shall be construed to include the feminine such as "she", "her", and the like where the context shall so require.

## **ARTICLE 18: CONFLICTS OF INTEREST**

### **Section 1: Policy**

Any duality of interest or possible conflict of interest on the part of any director, member, delegate, committee member, officer, employee, or agent of the Department shall be disclosed to the Board of Control and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action, such disclosure shall be reflected in the record of the proceedings of the Board of Control.

In all cases where a director, delegate, member, committee member, officer, employee, or agent of the Department may have a conflict of interest because he or she or a member of his or her immediate family (sibling, spouse, or child) (i) has an interest in any contract or transaction with the Department, either directly or indirectly, through an interest in or employment by any legal entity which has an interest in such contract or transaction, or (ii) engages in private practice or consulting businesses outside of the Department that serves a clientele that is the same or similar to that of the Department or is paid by or receives funding from sources that fund or are solicited by the Department, or (iii) otherwise has an interest that is contrary to the Department, then such director, committee member, delegate, officer, employee, or agent shall disclose such conflict of interest and refrain from taking any action to authorize, approve, or ratify such transaction or contract; provided, however, that the ownership of a noncontrolling minority interest in a publicly-held entity shall not be deemed to be an interest requiring such disclosure.

Any required disclosure shall be made, in the case of an employee or agent, director, member, delegate, committee member, or officer, to the Chief, prior to any action on such contract or transaction being taken. Such disclosure shall include any relevant and material facts, known to such person, about the contract or the transaction which might reasonably be construed to be adverse to the Department's interests.

An affected director, delegate, member, committee member, or officer shall disclose a potential conflict of interest to the other members of the Board before any action is taken on such a transaction and such disclosure shall be recorded in the Board minutes of the meeting at which it is made. The Chief shall also notify the Board of the taking of any such action following disclosure of the potential conflict of interest.

Such a person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon, but shall not participate in the discussions with respect thereto nor vote or use personal influence on the matter. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and the abstention from voting.

Nothing contained herein shall preclude the Department from entering into such transaction or

contract; provided such disclosure is made and the director, member, delegate, committee member, officer, employee, or agent of the Department involved abstains from voting or the action taken to authorize, approve, or ratify such transaction or contract.

Any transaction which involves the Department and any of its directors, members, delegates, committee members, officers, employees, or agents, or their businesses or immediate families, shall have terms which are at least as fair and reasonable to the Department as those which would otherwise be available to the Department if it were dealing with an unrelated party. Should any single project/contract require the expenditure of more than \$5,000.00 by the Department, either through one transaction or a series of transactions then, if possible, three (3) bids for said project shall be obtained, at least two (2) of which shall be from disinterested individuals or organizations.

Directors, members, delegates, committee members, officers, employees, or agents planning to engage in private practice or in consultation outside the Department that serves a clientele that is the same or similar to that of the Department or is paid by or receives funding from sources that fund or are solicited by the Department must meet with the Chief prior to making such commitments. The Chief and the employee or agent will come to agreement specifying the terms and conditions of the outside commitment such that it does not present a conflict with the best interests of the Department and that it will not cause the quantity or quality of service to the Department or its clients to suffer. The final terms and conditions rest with the President who shall report any such arrangements to the Board of Control.

The Board of Control, after receiving information about a possible conflict of interest, shall take such action as is necessary to assure that the transaction is completed in the best interest of the Department without the substantive involvement of the person who has the possible conflict of interest.

Violations of this policy shall be reported to the Fire Chief and Board of Control for appropriate action.

This policy statement shall be made available to each director, member, committee member, delegate, officer, employee, and agent of the Department. Such persons will be asked to sign an acknowledgment concerning reporting of potential conflicts of interest. In addition, all directors, delegates, committee members, officers, members of the senior management team, and such other employees as the Chief may deem appropriate shall complete the a questionnaire on an annual basis.

Reports shall be maintained by the Chief on behalf of the Board of Control with copies being placed in personnel files as appropriate.

**Section 2: Exemptions for Stipends:** Consistent with the Conflicts of Interest Policy, the stipends paid to members holding certain positions described within these bylaws (i.e., Communications Officer, Fleet Officer and Station Steward shall be commercially reasonable. These stipends, having been authorized by the Bylaws, shall not be considered a conflict of interest.

## **ARTICLE 19: AMENDMENTS**



These Bylaws may be altered, amended or repealed, or new bylaws may be adopted, at any meeting of the Board of Control by the affirmative vote of a majority of the members of the Board of Control present and voting at such meeting; provided, however, that notice of such alteration, amendment, or repeal the bylaws or adoption of new bylaws shall be contained in the notice of such meeting and that the alteration, amendment, or repeal of the bylaws or adoption of new bylaws is ratified by a vote of the membership.

All alterations, amendments, or repeal of the bylaws or adoption of new bylaws approved by the Board of Control will be presented and explained to the membership at the next membership meeting and a vote of ratification will be taken at the next subsequent membership meeting. Notice of the intent of the Board of Control to alter, amend, repeal bylaws or adopt new bylaws shall be contained in the notice of both the above mentioned membership meetings.

If an alteration, amendment, or repeal of the bylaws or adoption of new bylaws is not ratified by a vote of the membership it shall not take effect and the bylaws shall remain as previously written and adopted.

**ARTICLE 20: EFFECTIVE DATE**

These Bylaws shall be effective upon their adoption by the members of the Corporation.

**CERTIFICATION OF OFFICER**

The undersigned, being the Chief of Prudence Island Volunteer Fire Department, Inc. hereby certifies that the foregoing copy of the Bylaws is true and complete and that the Bylaws were duly adopted by the members of the Corporation.

By

A handwritten signature in black ink, appearing to read "Robert H. Thurber Jr.", written in a cursive style.

Chief Robert Thurber Jr.