

**BYLAWS OF
LEVITTOWN-FAIRLESS HILLS RESCUE SQUAD, INC.
A NONPROFIT CORPORATION**

**ARTICLE I
NAME**

Section 1.1 NAME. The name of the organization is Levittown-Fairless Hills Rescue Squad, Inc. (the Squad).

**ARTICLE II
LOCATION**

Section 2.1 LOCATION. The primary address is 7405 New Falls Road, Levittown, Pennsylvania, 19055. Additional locations may be established by the Board if necessary.

**ARTICLE III
PURPOSE**

Section 3.1 PURPOSE. It shall be the purpose of the Squad to provide the residents and visitors of Lower Bucks County and surrounding mutual aid communities with emergency medical services, emergency preparedness, treatment, and transportation of the sick and injured.

**ARTICLE IV
BOARD MEETINGS**

Section 4.1. PLACE OF MEETING. Meetings of the Board will be held at the Levittown-Fairless Hills Rescue Squad Building, unless designated otherwise by the Board of Directors.

Section 4.2. REGULAR MEETINGS. Regular meetings of the board shall be held monthly at the discretion of the board.

Section 4.3. RE-ORGANIZATION MEETING. The re-organization meeting of the Squad will take place at the discretion of the board.

Section 4.4 OPEN MEETINGS. Board meetings will be open meetings, except when the Board moves into Executive Session. At that time, meetings will be closed and the Board will determine if anyone other than Board members needs to be present.

Section 4.5. SPECIAL MEETINGS. Special Meetings of the Board may be called by the Chair of the Board or by two or more members of the Board. Notice of special meetings shall be given to each Board member by telephone, e-mail or in writing; if by phone, notice must be given at least forty-eight hours in advance of the meeting date or five days in advance if by e-mail or mail. Every notice shall state the time, place and agenda of the meeting.

Section 4.6. QUORUM. Two-thirds of the Board members in office shall be present at each meeting to constitute a quorum for the transaction of business.

Section 4.7: VOTING. Except as otherwise specified in these by-laws, the acts of a simple majority (51%) of the Board members present at a meeting at which a quorum is present shall be the acts of the Board.

ARTICLE V **BOARD OF DIRECTORS**

Section 5.1. POWERS. The Board shall have full power to conduct, manage, and direct the business and affairs of the Squad; and all powers of the Squad are hereby granted to and vested in the Board.

Section 5.2. STANDARD OF CARE. A Board member of the Squad shall stand in a fiduciary relation to the Squad and shall perform his/her duties as a Board member, including his/her duties as a member of any committee of the Board upon which he/she may serve in accordance with the Pennsylvania Nonprofit Corporation Law of 1988

Section 5.3. GOVERNING BOARD: NUMBER, TERM OF OFFICE, AND SELECTION.

- (a) Number: The Board of Directors for the Squad will consist of not less than five (5) and no more than fifteen (15) members. One member of the board may be a volunteer member of the Squad in good standing, elected by the volunteer members of the squad who are also in good standing.
- (b) Term. A board member is elected to a term of office of three years, and may be re-elected to serve a second three year term. Board members shall be elected on a three (3) year rotation or revolving system by dividing the number of members into three (3) classes, with each class consisting of approximately one-third (1/3) of the total number of Board members. At each annual election, the successors to the Board members of the class whose term shall expire in that year shall be elected to hold office for a term of three (3) years, so that the term of one (1) class shall expire each year. If the total number of Board members cannot be divided into three (3) equal classes, then the three (3) classes shall be as nearly equal in size as possible.

After the completion of two, three-year terms, a board member must take a year hiatus before being eligible to stand again for election.

Each Board member shall hold office until his/her successor has been elected and qualified, or until his/her earlier death, resignation, or removal.

- (c) Selection of Board Members. The Board of Directors shall elect all members of the Board of Directors with the exception of the volunteer member from the Squad. The volunteer member of the Board shall be elected by the volunteer members of the squad. A volunteer member elected to serve as a member of the Board shall be held to the same legal standards and expectations of all other members of the board.

Section 5.4. QUALIFICATION. Each Board member shall be a person 21 years of age or older.

Section 5.5. RESIGNATIONS. Any Board member may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect upon the acceptance by the Board as demonstrated by a majority vote of Board members at a meeting at which a quorum is present.

Section 5.6. REMOVAL OF BOARD MEMBERS. The Board may declare vacant the office of any Board member, regardless of whether s/he was elected by the volunteers or the board.

- (a) if he/she is declared of unsound mind by an order of court, convicted of a crime, or for any other proper cause, or

- (b) if a Board member is absent from two (2) consecutive meetings of the Board in a fiscal year without prior approval of the Board.

Section 5.7. VACANCIES.

- a. Filling the vacancy of a board member elected by the board: Any vacancy or vacancies on the Board because of death, resignation, or removal for any reason may be filled by a majority vote of the remaining Board members at any meeting at which a quorum is present. A person so elected shall serve the balance of the unexpired term of the Board member being replaced and then stand for election in his/her own right for a maximum of two terms before the mandatory one-year hiatus is required.
- b. Filling the vacancy of the volunteer member of the Board: A vacancy on the Board because of the death, resignation, or removal for any reason of the volunteer member of the Board may be filled by an election held by the volunteer members of the Squad in good standing. A person so elected shall serve the balance of the unexpired term of the Board member being replaced and then stand for election in his/her own right for a maximum of two terms before the mandatory one-year hiatus is required.

ARTICLE VI
BOARD OFFICERS

Section 6.1. OFFICERS. The Board shall have four officers: a Chair, Vice-Chair, Treasurer, and Secretary. Each officer is elected for a term of two years and may be re-elected for additional two year terms of office. Every board member is eligible to be elected to any officer position with the exception that the volunteer member of the squad may not serve as an officer.

The Chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. In addition, the Chair will assume all duties assigned in his/her job description.

The Vice-Chair shall chair committees on special subjects as designated by the board. In addition, the Vice-Chair will assume all duties assigned in his/her job description.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. In addition, the Secretary will assume all duties assigned in his/her job description.

The Treasurer shall present a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. In addition, the Treasurer will assume all duties assigned in his/her job description.

ARTICLE VII
COMMITTEES

Section 7.1. COMMITTEES.

- (a) The Standing Committees of the Board of Directors of the Levittown-Fairless Hills Rescue Squad are those Committees with ongoing purposes. The Standing Committees of the Board shall be:

- (1) Executive Committee: the purpose of the Executive Committee is to review and prepare the presentation of strategic plans, by-laws, policies and agenda items to be brought to the full Board for discussion and action. In addition the Executive Committee may, in the case of documented emergency situations where a Quorum of the Board cannot be assembled, authorize action to be taken on behalf of the Board. In these circumstances the Chair shall immediately take measures to notify the Members of the Board of the nature of the emergency and the action taken and shall make a detailed report to the full Board at the next regular meeting. The Executive Committee shall consist of the Chair of the Board, Vice Chair, Secretary, Treasurer and one other Member of the Board selected by a majority vote of the full Board.
 - (2) Finance Committee: the purpose of the Finance Committee is to: oversee the preparation of a yearly budget for Board approval; ensure the preparation of accurate, timely financial reports, tax forms and licenses as required by law; review such reports with the Board to explain budget deviations and make recommendations; review budgets of special projects or committees as appropriate; review the income stream and sources of funding for the organization; arrange an annual audit of the financial operations and report results of the audit to the Board. The Finance Committee shall be chaired by the Treasurer and any other Member of the Board appointed by the Chair of the Board.
- (b) The Chair of the Board shall be an ex-officio member of all Committees and shall have voting privileges when in attendance at committee meetings.
 - (c) The Executive Director shall be an ex-officio/non-voting member of the Executive and Finance Committee.
 - (d) Non-voting staff representatives to Select and Ad hoc Committees, as needed, shall be determined by the Executive Director
 - (e) Select Committees may be formed, combined or reassigned by the Chair with the affirmative vote of the majority of the Board in attendance. Select Committees may be dissolved with the affirmative vote of two thirds of the Board in attendance.
 - (f) Ad hoc or Temporary Committees may be convened at the discretion of the Chair of the Board. Such Committees may be assigned specific tasks not covered by Standing or Select Committees and serve at the pleasure of the Chair of the Board.
 - (g) Sub-committees and Task Groups may be formed to facilitate the performance of any Committee and serve at the discretion of the Committee Chair under which they were formed.
 - (h) Chairs of Select and Ad Hoc Committees of the Board shall be Members of the Board of Directors and are to be appointed by the Chair of the Board for a one-year term beginning January.
 - (i) Members of Select and Ad Hoc Committees shall be appointed by the Chair of the Board on advice of the Board and need not be Members of the Board. Sub-committee and Task Group membership is determined by, and at the pleasure of, the Chair of the Committee under which it serves.
 - (j) Individuals who are not Members of the Board appointed to serve on any Committee, Sub-committee or Task Group must agree to and sign a nondisclosure agreement.
 - (k) No committee of the Board except pursuant to proper resolution of the Board may exercise any of the powers or authority vested by these by-laws or the Non-Profit Corps Law of 1988 or any other applicable federal, state or local law, in the Board as such.

ARTICLE VIII

EXECUTIVE LEADERSHIP

Section 8.1. EXECUTIVE DIRECTOR. The Executive Director is hired by the Board and reports directly to the Board. The Board has the responsibility to determine the qualifications and proper compensation of the Executive Director, and to conduct annual performance reviews. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of board members, and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE IX INDEMNIFICATION

Section 9.1. Representative Defined. For purposes of this Article, “representative” means any Director or officer of the Corporation or a person serving at the request of the Corporation as a director, officer, partner, fiduciary, or trustee of another domestic or foreign corporation for profit or not-for-profit partnership, joint venture, trust, or other enterprise.

Section 9.2. Third-Party and Derivative Actions. The Corporation shall indemnify any Director, officer, employee, or agent of the Corporation who was or is a representative of the Corporation and who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, formal or informal (including an action or proceeding by or in the right of the Corporation), by reason of the fact that he or she was or is a representative of the Corporation, against expenses (including reasonable attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding. If a representative is not entitled to indemnification for a portion of any liabilities to which he or she may be subject, the Corporation shall indemnify him or her to the maximum extent for the remaining portion of the liabilities.

Section 9.3. Advancing Expenses. The Corporation shall pay expenses (including reasonable attorneys’ fees) actually and reasonably incurred in defending any action or proceeding referred to in Section 9.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

Section 9.4. Supplementary Coverage. The indemnification and advancement of expenses provide by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. The provisions of these Bylaws relating to Conflicts of Interests shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

Section 9.5 Duration and Extent of Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

Section 9.6. Reliance and Modification. Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE X
AMENDMENTS

Section 10.1. AMENDMENT OF BY-LAWS. These by-laws may be amended or repealed, or new by-laws may be adopted by a two-thirds vote of the board members present at a meeting at which at least two-thirds of the board members are present.

Any meeting at which a proposed change to the by-laws is being voted on must be announced at least two weeks prior to the scheduled meeting. The announcement must make explicit reference to the fact that a vote to change the bylaws will take place.

ARTICLE XI
DISSOLUTION

Section 11.1. DISSOLUTION OF ASSETS.

The intent to dissolve the corporation must be presented at a regular or special meeting of the Board provided there has been at least two weeks notice, with a vote on an actual motion to dissolve the corporation to follow at least thirty (30) days later. A vote to dissolve the corporation must be passed by a 2/3 vote at a meeting at which a quorum is present. After dissolution of the organization and after all debts, liens or other such financial obligations are met, all remaining assets of the organization will be turned over to the municipalities served under the primary coverage area of the corporation for the purposes of providing continuing emergency ambulance coverage to the residents of Lower Bucks and the surrounding mutual aide communities.