Washington Hose Co No 1

Corporate Bylaws

Original Bylaws September 4, 2019

Proposed revision November 3, 2026

WASHINGTON HOSE COMPANY NO. 1

PROPOSED AMENDED AND RESTATED BYLAWS

2026

376 East Lincoln Highway
Coatesville, Pennsylvania 19320

DRAFT — FOR LEGAL REVIEW AND MEMBERSHIP CONSIDERATION
NOT ADOPTED OR LEGALLY EFFECTIVE

Original bylaws effective September 4, 2019
Proposed revision October 2026
Effective date upon adoption: _____

TABLE OF CONTENTS

Article I - Name, Location, And Corporate Identity

Article Ii - Purpose, Mission, And Tax-Exempt Status

Article Iii - Construction, Definitions, And Authority

Article Iv - Membership, Classifications, And Voting Rights

Article V - Executive Board And Governance

Article Vi - Corporate Officers And Elections

Article Vii - Community Directors

Article Viii - Meetings And Parliamentary Procedures

Article Ix - Financial Management And Banking

Article X - Annual Budget And Expenditures

Article Xi - Reserves And Asset Protection

Article Xii - Volunteer Fire Operations

Article Xiii - Fire Police Operations

Article Xiv - Ems Division And Paid Personnel

Article Xv - Trustees And Property

Article Xvi - Committees

Article Xvii - Conflicts Of Interest And Ethics

Article Xviii - Membership Discipline And Appeals

Article Xix - Vacancies, Resignations, And Removal

Article Xx - Records, Reporting, And Transparency

Article Xxi - Contracts, Insurance, And Legal Review

Article Xxii - Indemnification And Liability

Article Xxiii - Bylaw Amendments

Article Xxiv - Dissolution

Article Xxv - Transition And Effective Date

This document is a proposed draft for legal review and membership consideration. It does not replace the 2019 bylaws until lawfully adopted. Counsel should review Community Director voting, presiding-officer voting, director removal, and the contracted Treasurer designation.

ARTICLE I - NAME, LOCATION, AND CORPORATE IDENTITY

Section 1.1 Corporate Name. The name of the Corporation shall be Washington Hose Company No. 1, hereinafter

the “Corporation,” “Company,” or “WHC.”

Section 1.2 Principal Office. The principal office shall be 376 East Lincoln Highway, Coatesville, Chester County, Pennsylvania 19320, unless lawfully changed.

Section 1.3 Corporate Status. The Corporation shall operate as a Pennsylvania nonprofit corporation organized and operated for charitable purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

Section 1.4 Identity and History. The Corporation shall preserve and promote the history, traditions, service, and charitable mission of Washington Hose Company No. 1.

Section 1.5 Independence. The Corporation is legally separate from the City of Coatesville and governmental fire departments, notwithstanding cooperative arrangements or leases.

ARTICLE II - PURPOSE, MISSION, AND TAX-EXEMPT STATUS

Section 2.1 Charitable Purpose. The Corporation shall be organized and operated exclusively for purposes permitted under Section 501(c)(3) of the Internal Revenue Code.

Section 2.2 Primary Mission. The Corporation may support and provide fire protection, emergency medical services, rescue, fire prevention, public safety education, facilities, equipment, training, and related charitable activities benefiting Coatesville and surrounding communities.

Section 2.3 Property. The Corporation may acquire, own, improve, maintain, lease, mortgage, and dispose of property when consistent with its charitable purposes and properly authorized.

Section 2.4 Community Activities. Community, historical, educational, fundraising, and fraternal activities may be conducted when incidental to the charitable mission and consistent with tax-exempt status.

Section 2.5 Private Inurement. No part of net earnings shall inure to a private individual. Reasonable compensation for actual services and authorized expense reimbursement are permitted.

Section 2.6 Political Activities. The Corporation shall not participate or intervene in political campaigns for or against candidates for public office. Legislative advocacy shall remain within applicable limits.

Section 2.7 Tax Compliance. The Corporation shall comply with applicable federal tax-exemption restrictions, including limitations on private benefit and prohibited transactions.

Section 2.8 Special Tax Rules. Rules applicable specifically to private foundations shall apply only to the extent required by the Corporation’s actual tax classification or law.

ARTICLE III - CONSTRUCTION, DEFINITIONS, AND AUTHORITY

Section 3.1 Governing Law. The Corporation shall be governed by Pennsylvania nonprofit law, its articles of incorporation, and these bylaws.

Section 3.2 Priority. Mandatory law controls over the articles of incorporation; the articles control over these bylaws.

Section 3.3 Severability. Invalidity of one provision shall not invalidate the remaining provisions to the extent legally permissible.

Section 3.4 Definitions. “Executive Board” or “Board” means the nine-member Board of Directors; “Community Director” means an appointed director in one of five community seats; “Eligible Voting Member” means a person entitled to vote at general membership meetings under Article IV; “Corporate Officer” means President, Vice President, Financial Secretary, or Recording Secretary; “Good Standing” means compliance with applicable membership, dues, conduct, and eligibility requirements.

Section 3.5 Interpretation. References to persons are gender-neutral; singular includes plural where context requires. Written notice includes approved lawful electronic delivery.

Section 3.6 Parliamentary Authority. The current edition of Robert’s Rules of Order Newly Revised shall govern when not inconsistent with these bylaws or mandatory law.

ARTICLE IV - MEMBERSHIP, CLASSIFICATIONS, AND VOTING RIGHTS **Section 4.1**

Classes. Membership classes shall be Active, Inactive, Junior, Life, and Community Director Members.

Section 4.2 Active Members. Active Members are admitted persons participating in authorized Company activities and meeting applicable membership requirements. Emergency operations require appropriate training, credentials, and authorization.

Section 4.3 Inactive Members. A member failing the attendance standard may be inactive for voting purposes without automatic loss of membership; voting eligibility may be regained under Section 4.6.

Section 4.4 Junior Members. Junior Members shall be at least sixteen and under eighteen years old, admitted under Company procedures. They shall not vote on corporate matters or hold corporate office. Operational activities must comply with law and safety policies.

Section 4.5 Life Members. Life membership recognizes at least twenty-five consecutive years of qualifying active service, subject to verification. Life status shall not be revoked solely for inactivity and carries an annual dues exemption, but does not automatically confer voting rights.

Section 4.6 Ordinary Voting Eligibility. Except Community Director Members, a person may vote only if at least eighteen, in good standing, current on dues or exempt, and present at at least three regular membership meetings in the preceding twelve months, excluding the meeting at which the vote is taken, and not otherwise disqualified.

Section 4.7 Uniform Application. The three-meeting requirement applies equally to Active and Life Members. No officer or director may selectively waive eligibility to affect an election or decision.

Section 4.8 Excused Attendance. Uniformly administered documented exceptions may be recognized for military service, extended illness, or substantial circumstances, consistent with law and Company policy.

Section 4.9 Community Director Members. Appointment as Community Director confers a special membership classification during service, with one general-membership vote without the ordinary three-meeting requirement. No individual may cast more than one vote on a motion. This classification requires legal review before adoption.

Section 4.10 Employment Restrictions. Paid WHC employees, City of Coatesville employees, and City officials may not vote on corporate matters or hold elected or appointed corporate governance office. A disqualifying relationship suspends those privileges but need not erase historic membership recognition.

Section 4.11 Admission. Ordinary applicants shall submit a signed application and required documentation, supported by two eligible voting members. The Membership Committee shall review and recommend. Admission requires a two-thirds affirmative vote of eligible voting members present and voting.

Section 4.12 Records. The Recording Secretary or designated Membership Secretary shall maintain membership, dues, and attendance records and verify eligibility before voting.

Section 4.13 Facility Access. Facility and equipment access shall be governed by Company policies and not arise solely from voting eligibility.

Section 4.14 Resignation and Reinstatement. Resignation may be submitted in writing. Reinstatement shall follow applicable admission procedures and uniformly adopted policy.

Section 4.15 Nontransferability. Membership and corporate voting privileges are personal and nontransferable.

ARTICLE V - EXECUTIVE BOARD AND GOVERNANCE

Section 5.1 Composition. The Board of Directors shall have nine seats: President, Vice President, Financial Secretary, Recording Secretary, and five Community Directors.

Section 5.2 Responsibility. The Board shall oversee business, property, finances, employment responsibilities, legal compliance, and the charitable mission, subject to lawful powers reserved to membership.

Section 5.3 Membership Governance. The general membership retains authority over annual budget approval, ordinary unbudgeted spending, officer elections, amendments, and other expressly reserved matters. The Board retains statutory fiduciary duties.

Section 5.4 Voting. Each director other than the presiding officer has one Board vote. The President when presiding votes only to break a tie and may not make or second motions. The Vice President follows the same rule while presiding and otherwise retains an ordinary vote, subject to legal review.

Section 5.5 Quorum. Five directors constitute a Board quorum, including the presiding officer.

Section 5.6 Board Action. Unless a greater vote is required, action requires a majority of votes cast by directors entitled to vote on the question at a meeting with quorum.

Section 5.7 Reserved Board Matters. Board responsibilities include EMS Chief employment and compensation; oversight of paid EMS administration; banking and financial controls; appointment and oversight of contracted

Treasurer; Community Director appointments; legal compliance; authorized emergency expenditures; and properly reserved contracts.

Section 5.8 Fiduciary Duties. Directors shall act in good faith, with appropriate care, and in the Corporation's best interests.

Section 5.9 Compensation. Directors ordinarily serve without compensation for Board service; authorized reimbursement and any lawful compensation require appropriate conflict review.

Section 5.10 Advisers. The Board may invite employees, City representatives, operational personnel, and other advisers to participate without voting or counting toward quorum.

Section 5.11 Special Action. The Board may call special meetings or otherwise act as permitted by law, recording actions and reporting to membership as appropriate.

ARTICLE VI - CORPORATE OFFICERS AND ELECTIONS

Section 6.1 Officers. The elected Corporate Officers are President, Vice President, Financial Secretary, and Recording Secretary. Each serves as a director by virtue of office.

Section 6.2 Eligibility. Corporate Officers must be qualified WHC volunteer members in good standing, eligible to vote and hold office.

Section 6.3 Terms. Each officer serves a two-year term. President and Recording Secretary are elected in even-numbered years; Vice President and Financial Secretary in odd-numbered years.

Section 6.4 Election Date. Elections occur at the December regular membership meeting; terms begin January 1 following election.

Section 6.5 Nominations. A temporary Nominating Committee of three disinterested eligible members, appointed by the President with Board approval in October, shall present qualified nominees in November. Floor nominations may be accepted before nominations close.

Section 6.6 Election Procedure. Contested elections shall use secret ballots unless another lawful procedure is approved. A majority of valid votes cast is required; further ballots shall be held if necessary.

Section 6.7 President. The President presides at meetings, implements authorized decisions, represents the Corporation, coordinates officers and committees, and executes instruments only when properly authorized.

Section 6.8 Vice President. The Vice President assists and substitutes for the President during absence or incapacity.

Section 6.9 Financial Secretary. The Financial Secretary oversees accurate recording and safeguarding of receipts,

dues, deposits, and financial information in coordination with the contracted Treasurer; the officer may be a banking signer but may not independently authorize disbursements.

Section 6.10 Recording Secretary. The Recording Secretary maintains minutes, notices, voting records, and official corporate records.

Section 6.11 Separate Offices. One person may not simultaneously occupy more than one of the four corporate officer-director seats.

Section 6.12 Training. Officers shall satisfy applicable legal qualifications and appropriate governance and ethics orientation.

ARTICLE VII - COMMUNITY DIRECTORS

Section 7.1 Number. Five Community Directors shall serve on the Executive Board.

Section 7.2 Purpose. Community Directors provide community representation, professional experience, strategic oversight, and support for WHC's charitable mission.

Section 7.3 Qualifications. Community Directors need not be volunteer fire or EMS personnel but shall have a meaningful community connection or commitment to WHC. Paid WHC employees, City employees, and City officials are ineligible.

Section 7.4 Selection. Following the initial transition, Community Directors shall be appointed by the Executive Board.

Section 7.5 Terms. Community Directors serve staggered three-year terms and may be reappointed.

Section 7.6 Voting. Community Directors may vote on all properly presented Board and general membership matters, make and second motions, and debate, subject to conflicts and applicable law.

Section 7.7 Duties. Community Directors shall regularly attend meetings, review materials, disclose conflicts, and perform fiduciary duties.

Section 7.8 Vacancies. The Board appoints a replacement for the remainder of an unexpired Community Director term.

Section 7.9 Removal. For documented cause, a Community Director may be removed by two-thirds of the Executive Board or two-thirds of eligible voting members at a properly noticed meeting, following written notice, opportunity to respond, and appropriate recusal, to the extent permitted by law.

ARTICLE VIII - MEETINGS AND PARLIAMENTARY PROCEDURES

Section 8.1 Regular Meetings. Regular membership meetings shall occur on the first Wednesday of each month at 7:30 p.m., except July and August. If a legal holiday falls on that Wednesday, the meeting shall be on the second Wednesday unless lawfully changed.

Section 8.2 Unified Meeting. Membership and Board business shall ordinarily be conducted at one unified monthly meeting, without a separate mandatory monthly Board meeting.

Section 8.3 Board Segment. Board-only matters may be handled in a clearly identified segment, with only directors voting, Board quorum rules applied, and distinct Board minutes. Confidential matters may be restricted appropriately.

Section 8.4 Special Membership Meetings. The President may call a special meeting and shall call one upon written request of fifteen eligible voting members. Notice shall specify the business, and unrelated substantive business shall not be transacted.

Section 8.5 Special Board Meetings. Special Board meetings may be called by the President or a majority of directors.

Section 8.6 Notice. At least five days' notice shall be given for special meetings unless these bylaws or law require longer notice.

Section 8.7 Membership Quorum. Seven eligible voting members constitute a quorum for ordinary membership business, subject to counsel's review.

Section 8.8 Lack of Quorum. Without a quorum, reports and permitted procedural business may occur, but substantive membership motions shall not be adopted.

Section 8.9 Presiding Officer. The President, or Vice President when substituting, shall not make or second motions while chairing and shall vote only to break ties, subject to mandatory law.

Section 8.10 Ordinary Voting. Except where otherwise specified, motions pass by a majority of votes cast by eligible voters at a meeting with quorum.

Section 8.11 Agenda. The usual agenda includes call to order, quorum, minutes, financial report, President report, Board report, EMS report, committees, unfinished and new business, announcements, and adjournment.

Section 8.12 Records. Minutes shall distinguish membership actions from Board actions.

Section 8.13 Electronic Participation. Remote participation may be permitted under law and an approved policy providing identity verification and reliable participation and voting.

ARTICLE IX - FINANCIAL MANAGEMENT AND BANKING

Section 9.1 Fiscal Year. The fiscal year shall run from January 1 through December 31.

Section 9.2 Oversight. The Executive Board oversees financial administration, internal controls, and budget compliance.

Section 9.3 Contracted Treasurer. WHC shall engage a qualified outside financial professional or firm formally designated to perform the Treasurer function, without a voting Board seat by reason of engagement.

Section 9.4 Duties. The provider maintains financial records, prepares reports, reconciles accounts, coordinates payroll and approved payments, and assists budget preparation.

Section 9.5 Limits. The provider shall not independently authorize or release funds, borrow, change signers, or approve payments involving itself or affiliates.

Section 9.6 Authorized Signers. President, Vice President, and Financial Secretary shall be authorized banking signers.

Section 9.7 Dual Approval. Every disbursement requires two authorized approvals; a payment preparer may not be the sole approver.

Section 9.8 Electronic Payments. Electronic banking shall use dual authorization wherever supported.

Section 9.9 Recurring Payments. Payroll, taxes, utilities, insurance, and other recurring budgeted obligations may use documented preauthorized schedules or batch approvals preserving two-person control.

Section 9.10 Monthly Reports. Monthly financial reports shall include balances, receipts, disbursements, obligations, and budget comparisons.

Section 9.11 Reconciliation. A director independent of reconciliation preparation shall review bank reconciliations and statements monthly.

Section 9.12 Independent Review. An independent qualified accounting professional shall review financial records annually. A formal audit shall be obtained when required by law, grant, or membership direction.

Section 9.13 Bonding. WHC shall maintain appropriate fidelity, crime, or similar coverage as determined by the Board.

Section 9.14 Banking Changes. Opening or closing accounts, changing signers, or materially changing access requires Board approval.

ARTICLE X - ANNUAL BUDGET AND EXPENDITURES

Section 10.1 Budget Committee. The Budget Committee shall be appointed each September.

Section 10.2 October Presentation. The following year’s proposed budget shall be presented at the October membership meeting.

Section 10.3 Review. The proposed budget shall be available to eligible voting members at least thirty days before final approval.

Section 10.4 November Revisions. Membership may discuss and recommend revisions at the November meeting.

Section 10.5 December Approval. The final proposed budget shall be submitted for membership approval in December.

Section 10.6 Budgeted Spending. Purchases within the approved budget's line and purpose need no further membership motion, but remain subject to payment controls and contract requirements.

Section 10.7 Unbudgeted Spending. Every nonemergency unbudgeted expenditure requires prior membership approval, regardless of amount.

Section 10.8 Ordinary Unbudgeted Approval. An unbudgeted expenditure of $25,000 or less requires a majority of votes cast by eligible voting members at a meeting with quorum.

Section 10.9 Major Unbudgeted Approval. An unbudgeted expenditure exceeding $25,000 requires advance written notice and a two-thirds affirmative vote of eligible voting members present and voting.

Section 10.10 Documentation. Unbudgeted expenditures over $10,000 should have written estimates, quotations where practical, and a documented purpose.

Section 10.11 Emergency Authority. If immediate action is necessary to protect life, safety, property, or essential fire or EMS operations and a membership vote cannot reasonably be obtained in time, the Board may approve up to $10,000 in unbudgeted expenditures per emergency occurrence.

Section 10.12 Reporting. Emergency spending shall be documented and reported at the next regular membership meeting.

Section 10.13 No Splitting. Transactions may not be split or misclassified to evade thresholds.

Section 10.14 Amendments. Budget amendments require membership approval except expressly authorized emergency spending.

Section 10.15 Temporary Operations. Absent an adopted budget, essential lawful obligations may continue under a temporary Board-approved plan promptly presented to membership.

Section 10.16 Extraordinary Transactions. Budget approval alone does not authorize borrowing, substantial real estate transactions, dissolution, or other extraordinary actions requiring separate approvals.

ARTICLE XI - RESERVES AND ASSET PROTECTION

Section 11.1 Policy. The Board shall maintain and annually review a written reserve policy.

Section 11.2 Categories. The policy shall address operating reserves, building and capital reserves, equipment replacement reserves, and EMS contingency reserves.

Section 11.3 Targets. The Board shall recommend reserve targets based on financial condition and anticipated obligations.

Section 11.4 Approval. Annual reserve allocations shall be presented in the membership-approved budget.

Section 11.5 Spending. Designating reserves does not independently authorize spending; Article X applies.

Section 11.6 Restricted Funds. Donor-restricted and legally restricted funds shall be administered in accordance

with their restrictions.

ARTICLE XII - VOLUNTEER FIRE OPERATIONS

Section 12.1 Captain. WHC shall retain an elected Volunteer Fire Captain.

Section 12.2 Term. The Captain serves a two-year term, preserving the historical odd-year election cycle unless lawfully transitioned.

Section 12.3 Duties. The Captain coordinates WHC volunteer fire personnel, training, equipment readiness, and assigned responsibilities under applicable operational procedures.

Section 12.4 Lieutenants. The Captain may appoint qualified volunteer Fire Lieutenants. The Board approves the number of positions; the Captain selects the individuals.

Section 12.5 Qualifications. Lieutenants must be in good standing and meet applicable training and qualifications.

Section 12.6 Removal. The Captain may replace or remove appointed Lieutenants in accordance with Company policy.

Section 12.7 Board Status. These operational positions do not automatically confer Board seats or extra votes.

Section 12.8 City Operations. City-employed firefighters and City leadership remain under the City's employment and operational command; WHC bylaws do not direct City employees.

Section 12.9 Station Chief. WHC shall not maintain a Station Chief position under these bylaws.

ARTICLE XIII - FIRE POLICE OPERATIONS

Section 13.1 Captain. WHC shall retain an elected Fire Police Captain.

Section 13.2 Term. The Fire Police Captain serves a two-year term.

Section 13.3 Duties. The Captain coordinates authorized fire police activities, training, readiness, and compliance with applicable requirements.

Section 13.4 Lieutenants. The Captain may appoint qualified Fire Police Lieutenants; the Board approves the number of positions, and the Captain selects individuals.

Section 13.5 Qualifications. Fire Police personnel must maintain applicable qualifications, appointments, and authorizations.

Section 13.6 Board Status. Fire Police operational positions do not automatically confer Board seats or additional votes.

ARTICLE XIV - EMS DIVISION AND PAID PERSONNEL

Section 14.1 Division. WHC may operate paid and volunteer emergency medical services in support of its charitable mission.

Section 14.2 Chief. The EMS Chief is a paid operational employee, not an elected corporate officer or voting director.

Section 14.3 Oversight. The Board approves hiring, compensation, discipline, and termination of the EMS Chief; the President implements authorized decisions.

Section 14.4 Duties. The EMS Chief oversees EMS operations, staffing, scheduling, training, equipment, quality assurance, and delegated responsibilities.

Section 14.5 Other Employees. Within approved budgets, policies, law, and Board oversight, the EMS Chief may hire, supervise, discipline, and terminate other paid EMS employees.

Section 14.6 Reporting. The EMS Chief reports to the President, Board, and membership as appropriate without exposing protected personnel or patient information.

Section 14.7 Volunteers. Volunteer EMS personnel shall comply with applicable clinical, training, operational, and membership requirements.

Section 14.8 Employment Separation. WHC personnel do not become City employees by cooperation or facility use, and City personnel do not become WHC employees on that basis.

Section 14.9 Advisory Participation. Paid personnel and City representatives may participate in nonvoting advisory discussions when invited.

ARTICLE XV - TRUSTEES AND PROPERTY

Section 15.1 Number. WHC shall elect three Trustees.

Section 15.2 Terms. Trustees serve staggered three-year terms, with one position ordinarily elected each year.

Section 15.3 Duties. Trustees monitor Company property, identify maintenance needs, and recommend repairs, improvements, and capital projects.

Section 15.4 Reporting. Trustees report to the Board and general membership.

Section 15.5 Limits. Trustees may not independently authorize spending, execute contracts, borrow, sell property, or bind WHC.

Section 15.6 Board Status. Trustees do not automatically serve on the Executive Board.

Section 15.7 Vacancies. Vacancies are filled under applicable election and vacancy procedures.

ARTICLE XVI - COMMITTEES

Section 16.1 Standing Committees. The three standing committees are Budget, Membership, and Fundraising.

Section 16.2 Appointments. The President appoints chairs and committee members subject to Board approval.

Section 16.3 Budget Committee. The Budget Committee prepares the annual proposed budget and related financial planning.

Section 16.4 Membership Committee. The Membership Committee reviews applications, classifications, eligibility, and referred membership matters.

Section 16.5 Fundraising Committee. The Fundraising Committee coordinates authorized fundraising, events, and community initiatives.

Section 16.6 Temporary Committees. The Board or membership may establish temporary committees, including a Nominating Committee under Article VI.

Section 16.7 Limits. Committees may not independently authorize expenditures or enter contracts without authority under these bylaws.

Section 16.8 Reports. Committees shall report to the membership and Board as appropriate.

ARTICLE XVII - CONFLICTS OF INTEREST AND ETHICS

Section 17.1 Loyalty. Directors, officers, and delegated decision-makers shall act in WHC's best interests.

Section 17.2 Annual Disclosure. Directors and corporate officers shall complete annual conflict-of-interest disclosures.

Section 17.3 New Conflicts. Actual or potential conflicts arising during the year shall be promptly disclosed.

Section 17.4 Interested Transactions. A materially interested person shall disclose the interest and not participate in the approval vote.

Section 17.5 Review. Disinterested directors shall determine whether a related-party transaction is fair, reasonable, and in WHC's interests.

Section 17.6 Family Employment. Employment of relatives is not automatically prohibited, but relationships must be disclosed and independently reviewed.

Section 17.7 Compensation. Compensation decisions with potential conflicts shall be supported by documentation and disinterested approval.

Section 17.8 Confidentiality. Confidential personnel, patient, financial, and legal information shall be protected.

Section 17.9 Minutes. Material disclosures, recusals, and related-party approval rationale shall be

documented. **Section 17.10** Violations. Suspected violations shall be reviewed fairly, with corrective action as appropriate.

ARTICLE XVIII - MEMBERSHIP DISCIPLINE AND APPEALS

Section 18.1 Grounds. Discipline may follow misconduct, bylaw or policy violations, misuse of Company property, or material harm to WHC.

Section 18.2 Complaint. Formal proceedings ordinarily begin with a written complaint identifying alleged conduct.

Section 18.3 Review. The Board determines whether formal proceedings are warranted. **Section 18.4** Notice. The member receives written allegations and notice of potential action. **Section 18.5** Response. The member shall have a reasonable opportunity to respond to impartial decision-makers.

Section 18.6 Lesser Discipline. The Board may impose appropriate warnings or temporary suspension of membership privileges.

Section 18.7 Expulsion. Permanent membership expulsion requires a two-thirds affirmative vote of eligible voting members present and voting at a properly noticed meeting.

Section 18.8 Appeals. Board disciplinary decisions may be appealed to the general membership under a written appeal procedure.

Section 18.9 Emergency Suspension. The Board may temporarily suspend operational privileges for safety pending prompt review.

Section 18.10 Fairness. Disqualifying conflicts require recusal; retaliation for good-faith reporting is prohibited.

Section 18.11 Employment. Employee discipline follows employment policies and law, separately from volunteer membership discipline.

ARTICLE XIX - VACANCIES, RESIGNATIONS, AND REMOVAL

Section 19.1 Resignation. Officers, directors, and Trustees may resign in writing.

Section 19.2 Officer Vacancies. The Board may appoint a qualified interim replacement for a vacant elected corporate office until membership elects a successor to serve the unexpired term.

Section 19.3 Community Vacancies. The Board fills Community Director vacancies for the unexpired term.

Section 19.4 Operational Vacancies. Elected operational vacancies shall be filled by special election or interim Board-approved appointment, with membership election at the next appropriate meeting.

Section 19.5 Community Director Removal. Community Director removal shall follow Article VII and applicable law.

Section 19.6 Elected Officer Removal. Elected corporate or operational officers may be removed after written notice and opportunity to respond by a two-thirds affirmative vote of eligible voting members present and voting at a properly noticed meeting, subject to law.

Section 19.7 Cause. Repeated unexcused absences, failure to report, serious misconduct, or breach of duty may constitute cause.

Section 19.8 Interim Authority. An interim appointee may exercise only authority legally assigned to the vacant position.

ARTICLE XX - RECORDS, REPORTING, AND TRANSPARENCY

Section 20.1 Records. WHC shall maintain its articles, bylaws, minutes, financial, membership, contract, and other required corporate records.

Section 20.2 Custody. Records belong to WHC and shall be transferred to authorized successors.

Section 20.3 Access. Members may inspect records as provided by law and Company policy, subject to confidentiality.

Section 20.4 Reporting. Financial reports shall be presented regularly to membership.

Section 20.5 Retention. The Board shall adopt a legally compliant retention and destruction policy.

Section 20.6 Legal Holds. Records subject to investigation, audit, litigation, or legal hold shall not be destroyed until lawfully released.

Section 20.7 Protected Data. Personnel, medical, patient, and confidential records require appropriate safeguards.

Section 20.8 Reporting Concerns. WHC shall maintain a nonretaliatory procedure for reporting suspected improprieties.

ARTICLE XXI - CONTRACTS, INSURANCE, AND LEGAL REVIEW

Section 21.1 Authority. No individual may bind WHC except through lawful authority under these bylaws, an approved budget, a resolution, or policy.

Section 21.2 Counsel Review. Every legally binding contract, lease, amendment, renewal, or material agreement shall be reviewed by Company legal counsel before execution.

Section 21.3 Emergency Contracts. In emergencies, counsel shall be consulted beforehand where reasonably feasible, and exceptions documented and promptly reviewed.

Section 21.4 Approval. Legal review does not replace required Board or membership authorization.

Section 21.5 City Agreements. WHC may lawfully contract with the City without transferring WHC governance

to City officials.

Section 21.6 Insurance. The Board shall oversee appropriate property, operational, employment, and directors-and-officers insurance.

Section 21.7 Extraordinary Transactions. Borrowing, mortgaging substantial property, and major asset dispositions require all applicable legal review and approvals.

ARTICLE XXII - INDEMNIFICATION AND LIABILITY

Section 22.1 Indemnification. To the fullest extent permitted by Pennsylvania law, WHC may indemnify directors, officers, employees, and authorized representatives for qualifying good-faith conduct within their duties.

Section 22.2 Limits. Indemnification shall not exceed what applicable law permits.

Section 22.3 Advancement. Legal expenses may be advanced where lawful and subject to appropriate conditions.

Section 22.4 Insurance. WHC may maintain coverage for eligible persons and corporate risks. **Section 22.5** Other Rights. This Article does not diminish other lawful indemnification rights.

ARTICLE XXIII - BYLAW AMENDMENTS

Section 23.1 Proposals. Any eligible voting member or Community Director may submit written proposed amendments.

Section 23.2 Notice. The complete proposed amendment shall be distributed at least thirty days before the membership vote.

Section 23.3 Approval. Amendments require a two-thirds affirmative vote of eligible voting members present and voting at a properly noticed meeting with quorum.

Section 23.4 Legal Review. Amendments affecting charitable purpose, dissolution, voting rights, or fundamental governance require advance counsel review.

Section 23.5 Effective Date. An adopted amendment takes effect upon adoption unless a later lawful date is specified.

Section 23.6 Records. Amendments shall be incorporated into official records and bylaws.

ARTICLE XXIV - DISSOLUTION

Section 24.1 Authorization. Dissolution requires all approvals and procedures mandated by Pennsylvania law,

articles of incorporation, and these bylaws.

Section 24.2 Obligations. WHC shall lawfully provide for debts and obligations before distributing remaining assets.

Section 24.3 Distribution. Remaining assets shall be distributed exclusively for purposes permitted under Section 501(c)(3), including qualifying charitable organizations or governmental entities for public purposes, consistent with law and the articles.

Section 24.4 No Private Distribution. No person receives corporate assets solely by reason of membership or office.

ARTICLE XXV - TRANSITION AND EFFECTIVE DATE

Section 25.1 Adoption. These amended and restated bylaws become effective on the date established by membership through the lawful adoption process.

Section 25.2 Existing Officers. Existing officers continue until terms expire or successors qualify, subject to an approved transition.

Section 25.3 Initial Community Directors. The existing Executive Board selects the initial five Community Directors following adoption.

Section 25.4 Staggered Terms. Initially, two Community Directors serve one-year terms, two serve two-year terms, and one serves a three-year term. Thereafter appointments are for three years.

Section 25.5 Treasurer. The elected Treasurer position transitions to a contracted provider formally designated to perform the Treasurer function.

Section 25.6 Policies. Existing policies continue insofar as consistent with these bylaws and law until amended or replaced.

Section 25.7 Operational Posts. Station Chief is eliminated; Volunteer Fire Captain and Fire Police Captain continue under revised terms.

Section 25.8 Trustees. An initial rotation shall establish three Trustees with staggered three-year terms.

Section 25.9 Implementation. The Board oversees implementation of revised governance, finance, and administration.

Section 25.10 Supersession. Upon lawful adoption and effectiveness, these bylaws supersede the September 4, 2019 bylaws except as expressly preserved by lawful transition.

ADOPTION AND CERTIFICATION

These Amended and Restated Bylaws of Washington Hose Company No. 1 were adopted by the eligible voting membership at a duly called meeting, subject to all applicable legal requirements.

Date: _____

Location: _____

Eligible voting members present: _____

Votes in favor: _____ Votes opposed: _____ Abstentions: _____

Effective date: _____

President: _____

Recording Secretary: _____

Date certified: _____

This draft has not been adopted.