

**BY-LAWS
OF
AMBULANCE COMMITTEE OF THE MORICHES, INC.**

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**BY-LAWS
OF
AMBULANCE COMMITTEE OF THE MORICHES, INC.
D/B/A EAST MORICHES COMMUNITY AMBULANCE**

**ARTICLE I
Name, Offices and Definitions**

Name. The name of the Corporation is **AMBULANCE COMMITTEE OF THE MORICHES** hereinafter referred to as the “Company”.

Offices. The principle office of the Company shall be in the town of Brookhaven, County of Suffolk, State of New York. The Company may also have offices in such other places as the Board of Directors may, from time to time, appoint or the purposes of the Company may require.

Definitions. Officers shall mean executive officers and officers of the Board of Directors, each being one in the same, but shall not include Line Officers. “Line officers” shall include the Chief and Captains (or other equivalents). “Policies” shall include operating policies and procedures and policies of the Company.

Wherever used herein and required by the context, the use of either gender shall include both genders.

These by-laws shall not apply to any paid staff, if any and shall only grant rights and privileges to volunteers.

The term “entire Board” or “seated board members” is the total number of board member positions, and not simply the number of board members in attendance.

The term “voting members” shall include all members who may vote on that issue as the privileges are designated in these bylaws.

A “majority” shall mean more than half of the required number of votes actually cast. A “plurality” shall mean the highest number of votes actually cast, though not necessarily a majority.

At any vote of the members, all votes shall be approved by a majority of the members voting, regardless of the number of those present. However, a quorum shall be determined on the number of those present, regardless of whether the member votes. Abstentions shall not count as “no votes”.

ARTICLE II
Purposes

The purposes for which the Corporation is organized are to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and within such limits:

1. [insert certificate of incorporation provisions here, as amended]

ARTICLE III
Fiscal/Operating Year

The fiscal year of the Company shall commence on the first day of January 1 of each year and shall end on the 31st day of December.

ARTICLE IV
Membership

1. Classes of Membership. The Company shall have four classes of members, with subclasses as listed:

- A. Active
 - 1) Full
 - 2) Probationary
 - 3) Junior
- B. Non-Active Juniors
- C. Inactive
- D. Retired Life

2. Powers of Membership. The powers of any class of member may be limited, though not expanded, in the policies of the Company, but at a minimum, shall be as follows:

- A. Active Members

- (1) Full Member. Full Members are those persons who meet the qualifications for such status as provided for in these bylaws and the policies of the Company. They may attend emergencies, drills, parades, funerals, trainings and also all events sponsored by or attended by the Company. Such members shall have the authority to vote on all matters brought to the members for a vote by the directors, members or committees. They shall be eligible for election as a director and executive and line officer and shall be permitted to participate in committees and vote in committee proceedings. They may attend all social functions of the Company without the need for invitation. Each of these rights are subject to limitations in these bylaws based upon requirements.

- (2) Probationary Members. Probationary Members are those persons who meet the

qualifications for such membership as further defined in these by-laws and in the policies of the Company. They shall have those rights and/or restrictions as set forth in the policies. They may attend emergencies, drills, trainings, parades and other events when the Company is on duty. They shall not be permitted to vote. They may have a voice at meetings. They may serve on committees without a vote, but may never serve as chair of a committee. They may not hold executive or line office or serve as a director. They may attend social events only upon invitation of the Chief.

(3) Junior Members. Junior Members are those persons who meet the qualifications for such membership as further defined in these by-laws and in the policies of the Company. Junior Members are those persons at least sixteen (16) years of age and less than eighteen (18) years of age. They shall have those rights and/or restrictions as set forth in the policies. They shall not be permitted to vote. They may not have a voice at meetings. They may not serve on committees but may assist the committees with projects. They may not hold executive or line office or serve as a director. They do not have the right to attend social events but may upon invitation. As further provided in these bylaws, they shall be required to complete a probationary period. They may participate in emergencies and drills.

B. Non-Active Junior Members. Non-Active Junior Members are those persons who meet the qualifications for such membership as further defined in these by-laws and in the policies of the Company. Junior Members are those persons at least twelve (12) years of age and less than sixteen (16) years of age. They shall have those rights and/or restrictions as set forth in the policies. They shall not be permitted to vote. They may not have a voice at meetings. They may not serve on committees. They may not hold executive or line office or serve as a director. They do not have the right to attend social events but may upon invitation. As further provided in these bylaws, they shall be required to complete a probationary period. They may not respond to emergencies, but may participate in drills which are not hazardous or dangerous.

C. Inactive Members. The chiefs shall review all active members' participation every year to determine whether they have met the annual participation requirements of Active Membership. The Chief shall notify the member by letter that they have not met the requirements and may convert such a person to Inactive Membership. The letter shall be sent by certified mail, return receipt requested and shall notify the member of the change of membership status and that they are required to meet with the officers. Actual receipt of the letter is not required to convert the member to Inactive Membership. A person shall only remain an Inactive Member for forty-five (45) days after mailing of the letter. The letter shall instruct the member to appear at a meeting with the chiefs. The failure of the individual to attend the meeting can result in their dismissal without further hearing. In order to re-attain or maintain Active Membership, an individual must begin to perform those requirements as imposed and agreed upon by the line officers, in the time required of them. Inactive members regain active membership while performing the requirements. The failure of a person to complete the requirements as imposed by the chiefs (at least two out of the three chiefs) in the time required shall permit the chiefs to terminate the member

without any due process. The Chief shall notify the Board.

- D. Retired Life Members. Retired Life Members may not respond to emergencies or actively participate in drills and trainings. Retired life members may vote at meetings so long as they have attended six (6) regular monthly meetings in the prior year, or six (6) meetings in the present year. They may serve on committees. They may attend all social events at no charge higher than any other member. They may not serve on the Board of Directors and may not serve as an executive officer except for Treasurer or Secretary. If they serve as Treasurer or Secretary, they may vote only if they are in good standing.
3. Requirements of Applicants. Membership is not automatic. There is nothing that requires the acceptance of any applicant, but no applicant shall be rejected due to gender, race, sexual preference, ethnicity or religion. **All Active Members shall be at least eighteen (18) years of age, ~~except for~~ unless they are Junior Members who have reached the age of (17) and have met the criteria of the Junior Member Advisor and wish to transition to full active membership. Riding Junior Members must be at least sixteen (16) years of age (Passed 6/8/2016).** They must be of good moral character and be able to meet any other qualifications as stated in these bylaws or policies. Junior members must have the signature of one parent to join and meet any other requirements imposed by the Company.
4. Residence Requirement. Except as provided below, all applicants for active membership and all active members shall be residents of the East Moriches Ambulance Community Ambulance District. Non-residents who are able to meet the requirements for active membership may be eligible to join, so long as the percentage of non-resident active members of the East Moriches Community Ambulance District does not exceed 45% percent of the total active membership. Any resident member that moves out of the area required for residency must apply to maintain membership as a non-resident member so long as the number of non-resident members will not exceed the number of non-resident members permitted in the Company. In order to be permitted to continue membership, the Company must grant such approval for the continuation of membership prior to the individual changing residence.
5. Physical & Mental Fitness Requirements. Applicants for active status must be able to meet those physical and mental requirements as outlined in the Company' policies.
6. Procedure for Membership.
- A. All applications for Membership in the Company must be submitted on a form provided by the Company and signed by the applicant. The application shall be turned over to the Membership Committee. The Secretary shall create a record of the application.
- B. The Membership Committee shall begin the interview process and shall examine the applicant's qualifications for membership. The Membership Committee shall make the membership aware of the application at a meeting of the Company and shall solicit opinions from the membership on the applicant's qualifications. Applicants must consent to a criminal background check in order to be accepted into membership, but grant of membership shall be conditional upon the completion of a successful criminal background

check.

- C. The Membership Committee shall interview the applicant, and then determine whether to grant or deny Probationary Membership. Should the membership committee wish to deny membership, the Membership Committee shall refer the matter to the chiefs. The chiefs shall then make the determination on whether to admit or deny Probationary Membership. Should membership be denied, the member shall be prohibited from applying for membership for the next twelve (12) months following the vote of rejection.
7. Probationary Period. All Probationary Members shall be required to complete a probationary period for a period of no less than six (6) months and no more than eighteen (18) months at the discretion of the Chief. The policies may outline the requirements for courses, drills, and other requirements to be completed before a member may be released from Probationary status. The Chief shall determine when a Probationary Member will be recommended to the Membership from release from Probationary Membership, or the Member shall automatically be put up for a vote upon the completion of the twelfth month if not otherwise terminated. All Junior Members shall complete a probationary period upon turning eighteen (18) years of age, but Junior Members shall not be required to apply for membership. **Any Junior Member who has been in good standing as a junior for at least two years immediately before turning seventeen (17) years of age, and who receives a letter from a Junior Member Advisor stating the same and recommending him/her for full membership, shall be converted to full membership and may complete their probationary period at age seventeen (17) (Passed 10/14/15)**
8. Termination during Probationary Period. The chiefs, by majority vote of the chiefs, may terminate a Probationary Member for any reason they see fit prior to the end of the Probationary Period. The Probationary Member shall not be entitled to any due process.
9. Vote after the twelfth month of Probationary Period. Should the Probationary Member not have been recommended for Full Membership by the Chief, then at the conclusion of the Probationary Period, the Probationary Member shall be terminated. In order for the vote to occur to bring any Probationary Member to Full Membership, the member must present themselves with all of their equipment. If the equipment is not produced, the vote shall not occur until the member appears with the equipment. If the member does not present with equipment at the next meeting, the member shall be terminated. Upon presentation of the equipment to the President, the member shall be excluded from the meeting by the President at which the vote will be taken and discussion will occur. The motion to be approved shall be "Should the member be approved as a Full Member". A positive vote of a majority of the Voting Members of the Company present and voting at a meeting of the members shall be necessary to elect a person to Full Membership. Membership votes shall be conducted by secret ballot overseen by the Secretary. Should a Probationary Member not receive a favorable vote of the majority of Voting Active members present and voting, the person's Probationary Membership shall end and the person shall no longer have any status, rights, obligations or privileges of membership. There shall be no appeal from the denial of membership. No member is required to provide any reason for their positive or negative vote of membership. A person not granted membership must return all property and equipment of the Company.

10. Probationary Period of Prior Members. Prior Full Members of the Company who resigned in good standing within the past twelve (12) months of submitting a completed application may reapply at any time. The applicant need not complete a Probationary Period and may return as a Full Member automatically. Any other prior member must apply and perform the same requirements, including a probationary period.
11. Reapplication. Persons denied Probationary or Full Membership shall not be permitted to reapply any sooner than twelve (12) months after the date of denial for any membership. Persons who were terminated for any reason may not reapply for twelve (12) months.
12. Crimes. A person who has been convicted of or pleas to any felony in any degree may not be admitted as a member. Applicants must consent to a criminal background check in order to be accepted into membership. Any person convicted of or that pleas to a felony shall be removed from membership automatically. Any person convicted of or that pleas to misdemeanors involving sex, theft, abuse, violence, drugs and alcohol may not apply for membership within five (5) years of the plea or conviction.
13. Other Requirements of Membership. Additional duties, prohibitions and requirements of membership may be set forth in the policies of the Company, but in no event may the policies take away any rights bestowed in these by-laws.
14. Active Life Member Status. Active Life Membership is a “status” and not a category of membership, except for those persons who retire from active membership, and then automatically become “Retired Life” members. Active Life Members have the same privileges as any Full Member, but may be provided additional privileges in these bylaws and policies. Those Full Active members in good standing in this Company automatically become Life Members upon completing at least ten (10) years as a Full Active Member, each of which were in good standing, with the last five years served immediately prior to the grant of Life Membership. Alternatively, any Full Member who served at least one full term as Chief shall become a Life Member upon the completion of his service as Chief. Life Members who remain active by meeting the requirements of Active Membership shall have the same privileges and obligations as any other Active member, except as otherwise stated in these bylaws or the policies. The time calculations shall not credit for time served while suspended or on any type of leave of absence. Suspensions which were more than three months shall cause a break in the continuous time of membership.
15. A Retired Life Member who desires to convert from Retired Life back to Active Life shall send a letter of request to the Chief ~~for consideration by vote of the Voting Members. The Voting Members shall vote by secret written ballot on the grant of Full Membership. The failure to be granted Active Life Membership shall not affect the applicant’s Retired Life Membership indicating his/her intentions. No vote by the current membership shall be required. The member must complete a physical identical to that completed by all riding members and must complete all required trainings before he/she may ride the ambulance (Passed 5/11/16).~~ **No Probationary Period shall be required.**

16. Membership Cards. All persons who hold any type of membership shall be issued a membership card. No type of membership card shall be transferable to another person.

17. Termination of Membership and Removal of Member. In addition to the requirements and procedures stated in these by-laws, the policies of the Company may proscribe additional reasons for the termination, removal or suspension of membership.

(1) *Conviction or Plea to certain crimes.* The membership of any member shall terminate immediately without a vote required if he pleads to or is convicted of any crime listed in these bylaws which prohibit or terminate membership.

(2) *Failure to meet the membership requirements.* Membership may be terminated in accordance with the "Inactive Membership" provision for the failure of a member to meet the membership requirements.

(3) *A person may be terminated or suspended for the following:*

- i. Misconduct
- ii. Incompetence, defined as:
 1. Negligence in the performance of duties, on more than one occasion;
 2. Gross Negligence, in the performance of duties, on one occasion.
- iii. Insubordination
- iv. Conviction or plea to any misdemeanor other than as listed above for mandatory termination
- v. Conduct unbecoming a member of the Company for conduct that can be attributed to him as a member
- vi. Violation of any policies or rules of the Company
- vii. Violations of the Code of Conduct
- viii. Announcing at a meeting of the members orally or any time in writing that the member is immediately resigning from membership.

A person who is suspended shall still have his time as a member counted for all requirements in the Company, except that a Probationary Member who is suspended may make up any time.

B. Termination and Suspensions up to one year.

The process for suspensions and permanent removal of any member is as follows:

- (a) The Chief may suspend a member for any cause above for up to thirty (30) days. The Board of Directors may suspend a member for up to thirty (30) days. There shall be no right to due process. All other line officers may suspend a member up to fourteen (14) days, but the Chief may shorten, reverse or extend the leave up to thirty (30) days. In all cases, within the first four days of suspension, the person imposing the suspension shall provide the Chief and the Board an incident report underlying the suspension with a list of charges.

- (b) Should the Board or the Chief desire to suspend a person for more than thirty (30) days and up to six months, or to terminate the member. The person or Board imposing the suspension shall ensure that the member is served with written charges and an incident report underlying the suspension within seventy-two (72) hours of notifying the member of the suspension.
- (c) In the event the Board desires additional punishment as described above, the Board shall convene a Disciplinary Committee, which shall consist of at five members, being at least the President, Vice-President, one of the directors who have been assigned to the disciplinary committee, and then two Full Members in good standing having at least three (3) years experience, drawn by lottery. Every person that must be replaced shall be replaced by a person drawn from lottery. No person shall serve on the Committee who is a witness to an event or any person who is a parent, child, spouse, brother or sister, cousin, related to the accused or in a personal relationship with the accused.
- (d) The time of the underlying suspension may be extended in order for the Board to conduct a proper investigation:
 - 1. The accused shall be provided no less than five (5) days written notice of a hearing delivered by first class mail, unless such member waives the notice time. The member shall be advised that it is permitted to submit a written response at any time before the hearing. The notice shall also state the time and place of the hearing, and shall advise that the member may be represented by counsel. The failure to appear shall not prevent the hearing from occurring. The member remains suspended until the hearing, even if the suspension time has run out.
 - 2. The suspended member shall appear before the Disciplinary Committee. He may present a defense. At the hearing, the member shall be provided the opportunity to speak, to ask questions of any witnesses, to examine all evidence against him, and to present any witnesses or evidence in support of his defense.
 - 3. The Disciplinary Committee shall determine the facts of the matter and state such facts in writing.
 - 4. All determinations must be with the agreement of at least three members of the Disciplinary Committee, but for termination, four members must agree.
 - 5. The Disciplinary Committee shall then render a decision, including as follows:
 - a. reducing the penalty or vacating the charges;
 - b. confirming the suspension time as time served;
 - c. requiring certain education or training;
 - d. terminating the membership.

6. There shall be no appeal of the decision of the Committee.

C. Suspended Member Restrictions.

Members who are suspended may not, for the entire period of the suspension, attend any Company function other than is related to the affiliated hearing or investigation. Suspended members shall not in any way identify themselves as being affiliated with the Company, such as by wearing insignia or other marked clothing. Such members may not be present on Company' property or Company vehicles. No benefits or privileges of membership may be exercised. Any violation of this rule shall permit the Company to continue the suspension for an appropriate period of time or consider it as a new charge for termination. Nothing shall prohibit a suspended member from exercising any rights available to him as a member of the public as if he were not a member.

18. Resignations. A resignation of a member must be made in writing and addressed to the President who will present it to the members at the same or the next regular meeting. The Board shall determine whether the individual has been deemed to resign in good standing or bad standing and shall mark the same in the member's records. "Bad Standing" shall be deemed to be resigning while under investigation or charged with any sort of misconduct or wrongdoing, or still possesses any equipment or property of the Company. The member's file shall include a report of why the member was deemed to be in bad standing.

19. Leaves of Absence. There shall be the following types of leaves of absence. No time shall be accrued for any purpose while on a leave of absence but the member shall still be deemed "Active".

A. Academic Leave. Requests for academic leave are made to the President. The President may grant a member leave for the academic year. Leave may not be granted for more than one year in a two year period. A member may return to Active Membership upon returning home and upon returning to school will automatically return to the leave. An individual also must complete the requirements imposed by the Chief upon returning. The failure to return to active status prior to the end of the leave of absence may result in the termination of the member by the Board without due process, upon the delivery of a registered letter to the member. No person may hold any office while on Academic Leave. Persons on leave must make up their required trainings upon completing the leave. No person may vote while on leave or until the individual has met the good standing requirements.

B. Personal Leave. Requests for personal leave are made to the President. The President may grant a member up to six months at a time. An individual must receive the approval of the Chief to return and must complete the requirements imposed by the Chief upon returning, or the individual may be terminated by the Board without due process upon the failure to meet such requirements. The failure to return to active status prior to the end of the leave of absence shall result in the automatic termination of the member without due process, upon the delivery of a registered letter to the member. No person on Personal Leave may

hold any office while on Personal Leave or vote.

- C. Medical Leave. Requests for medical leave are made to the President. The President may grant up to six months of medical leave at one time. An individual must receive the approval of the Chief to return. Any member on leave for a medical reason shall not return unless a New York State physician has confirmed in writing that the member is physically and emotionally fit for active Company. A person on medical leave will be permitted to vote at meetings and may continue to hold an executive and line office, serve as a board member and attend social events. A person who was granted a leave shall be required only to satisfy the pro-rata share of the requirements for each month when they were not on leave.
- D. Military Leave. Military leaves shall have a maximum duration of five years and the leave shall be counted towards a member's time with active service in the Company, except for qualifications for executive or line officer status. Members on military leave shall return to active duty with the Company no later than two (2) months after returning from military Company. Persons on military leave may return to Active Company only after notifying and receiving approval from the Chief, and may then return to leave without permission upon returning to military service. Any person on military leave shall return their equipment upon going on leave. A person who was granted a leave shall be required only to satisfy the pro-rata share of the requirements for each month when they were not on leave. Persons on leave must present a copy of their orders prior to leaving if possible, or if not, upon returning.

Persons on Probation must continue and make up the missed time upon returning.

Upon returning from a leave of absence, a person must complete the pro-rata share of the requirements for the time missed. The policies may impose additional requirements upon persons returning from leaves of absence.

20. Voting on affairs of Company by members permitted to vote. All votes requiring a vote of the members shall require a quorum of those members entitled to vote to be in attendance and shall then be approved or rejected by a simple majority of those in attendance who are permitted to vote on the matter. Unless otherwise stated in these bylaws, at regular, special and annual member meetings whenever a vote of the members is to be taken, a quorum shall consist of the presence at the vote on any issue of at least one-third (1/3) of the members entitled to vote (not including persons on leave). The President may vote at all meetings and elections.
21. Annual Meeting. The annual meeting of the Company shall be held on the second Wednesday of December.
22. Notice of Annual Meeting and Elections. Notice of the time, place and purpose or purposes of the annual meeting shall be served either personally or by mail not less than 10 days nor more than 50 days before the meeting upon each person who appears on the books of the Company as a Director or Member thereof, and, if mailed, such notice shall be directed to the Director and Member at his/her address as it appears on the books of the Company unless

he/she shall have filed with the secretary of the Company a written request that the notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request. Persons may submit a written waiver of the notice of the meeting.

23. Proxy Voting. Proxy voting shall not be permitted for any meeting except for elections or elections for filling vacancies. Absentee ballots are not permitted. No person shall hold more than one proxy. The individual unable to attend must provide a letter to the President stating that s/he is unable to attend for employment related reasons and the person appointed as proxy. Proxies shall be good only for the one meeting designated in the letter.
24. Right to vote at elections. ~~In order to vote for line officers at any election or special election, a member must have attended at least six (6) trainings lasting at least one hour each, and must have completed forty (40), eight (8) hour shifts in the past twelve months. In order to vote at elections on executive officers and directors, a member must have attended at least six meetings in the past twelve months prior to the election and not including the present election. There are no excuses, including being on leave~~ **be in good standing according to Article IV, Section 25 of these bylaws (Passed 5/13/2015).**
25. Good Standing. In November, the President shall present each member's qualifications to the Board of Directors in order for the Board to determine whether each member is in good standing. "Good Standing" shall be defined as fulfilling the following requirements:
 - a. completing (40), eight hour shifts in the calendar year; Active-Life Members must take only one, eight hour call shift each month. The Chief is relieved of this requirement.
 - b. completing six (6) trainings, each lasting at least one hour, with credit given only if the member arrives no later than fifteen minutes after the start of the training and leaves no sooner than fifteen minutes prior to the end of a training (other than as required to attend an emergency call or standby). Trainings will only be credited if they are completed on the date offered or within thirty days of the date first offered. Persons must meet with a chief or the training officer who will provide or facilitate such training;
 - c. Attended six (6) general meetings of the Corporation, with credit given only if the member arrives no later than fifteen minutes after the start of the meeting and leaves no sooner than fifteen minutes prior to the end of a meeting (other than as required to attend an emergency call or standby); In lieu of attending a meeting, attendance at a meeting will be credited to a member if within thirty days of the date of the meeting the member meets with the secretary to review the minutes.
 - d. Having completed two (2) standbys in the calendar years. The Chief shall determine what constitutes a "standby", which shall be defined as on-duty attendance at any event where the crew is in attendance and is equipped to provide medical care or rehabilitation in the event of a medical emergency; Active Life members need take no standbys to remain Active.
 - e. Having complied with all of the call, attendance and shift policies of the Corporation.
26. Regular Meetings. Unless written notice has been provided to the contrary by the Chief or the Board of Directors, or unless cancelled by the Chief in any manner, the regular meetings of the

Company shall be held on the second Wednesday of every month that is not a legal holiday, shall begin at 7:00pm and shall continue until such meeting is properly closed by vote of the members. Meetings shall be held at the station. Written notice shall still be given to each member in accordance with these bylaws unless a waiver of notice is obtained. The Chief shall preside over the meetings, and in his absence, the 1st Assistant, and then the 2nd Assistant. Persons shall be given credit for attendance at the meeting so long as they have arrived within fifteen minutes of the start of the meeting and leave no earlier than fifteen minutes prior to the end of the meeting, except if they were on or left for an emergency call.

27. Notice of Regular and Special Meetings. Written notice of all meetings shall be provided to every member entitled to vote at such meeting. Such notice shall state the place, date and hour of the meeting and indicate that it is being issued by or at the direction of the person calling the meeting. If the meeting is a special meeting, the notice shall also state the purpose(s) of such meeting. The notice shall be give personally or by first class mail, no less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice may be given by any other class of mail, but in such case shall not be given less than thirty (30) nor more than sixty (60) days before such date. Notice shall be deemed given when mailed, when the notice is placed in the mailbox with prepaid postage thereon. Alternatively, should a member provide an email address for the purpose of receiving notice of meetings, notice may be sent to the email address in lieu of first class mail. Should the email address reject the notice twice for such notice, notice shall promptly be given by regular mail. Members may waive written notice of meetings up to one year in advance by signing a written statement that they thereby waive notice. A person's attendance at a meeting without objection on the record in the minutes shall also serve as a waiver of notice.
28. Special Meetings. Special meetings of the Company may be called at any time by a majority of the seated members of the Board or by the President. Alternatively, members entitled to cast ten per cent of the total number of votes entitled to be cast at such meeting may also demand a meeting. Those members, however, must demand such meeting in writing and specify therein the date and month of the meeting, such date being not less than two nor more than three months from the date of such written demand. The demand must also include the topic(s) to be discussed and/or voted upon at that meeting. No issue unrelated to that included in the demand shall be raised at the special meeting. The demand shall be presented to the Secretary of the Company. The Secretary shall then promptly give notice of such meeting to the members in accord with the customary manner for providing such notice. Should the Secretary fail to give such notice within five business days after receiving the demand, any member signing the demand may give such notice. The meeting shall be held at the usual place of regular meetings.
29. Dues of Members. There shall be no dues for any person who agrees to waive written notice for the regular meetings for the year. Any person that does not agree to waive written notice shall pay dues of \$24.00 for the year, unless they provide an email address for the purpose of notice of meetings. Any person that does not pay the dues or waive written notice or provide a valid email for purpose of receiving notices shall lose their right to vote until they satisfy one of the above.

30. Operational Assignments. Nothing shall entitle any member to any operational assignment. The Chief shall determine the operational assignments, but the Board may review refusal or removals of the Chief of operational assignments. Removal of an operational assignment does not necessarily require the removal of a member from Active Status.

31. Order of Business at meetings. The order of business at the various meetings of the “Company” shall be as outlined below:

1. Attendance/Sign-In (silent)
2. Pledge
3. Approval of the minutes of the previous meeting
4. Treasurer’s report
5. Report of Officers
6. Report of Committees
7. Old business
8. New business
9. Good and welfare
10. Adjournment

ARTICLE V
Board of Directors
and Powers

1. Management. Management of the affairs of the Company shall be vested primarily in the Board, except as otherwise stated in these bylaws. The Board shall adopt administrative and non-operational/non-emergency policies. The Chief shall approve the operational policies and procedures. The Chief, in conjunction with the Board, will decide as to what is operational or not operational. The Board shall determine whether to contract or hire any employees or contractors and the maximum compensation, and the terms of the arrangement and who is hired/contracted shall be up to the President. The Board or its designee shall hire and terminate all employees and contractors and then assigns the oversight to either the President or Chief. All district events shall be under the purview of the Board of Directors. The Board shall oversee the expenditure of all tax funds, except that the President may spend up to five hundred (\$500) dollars for emergency expenditures. Notification will be made to the Board immediately. All subsequent expenditures for the emergency will be brought to the Board for approval. Members shall be in charge of all other funds and shall approve expenditures of such funds, except that the Chief may spend up to five hundred (\$500) dollars of membership monies for emergency expenditures. All subsequent expenditures for the emergency will be brought to the membership for approval. The Board shall negotiate and approve terms of all contracts. The Board shall be the sole authority to approve whether the Company applies for grants and how to spend unallocated funds offered to the Company from legislators. Media comments and interviews shall be made either the President or Chief as it pertains to either district or operational matters. The Board may take all necessary and proper steps to carry out the purposes of this Company and to promote its best interest and shall have the final say as to any matter not specifically addressed under these bylaws and as to the interpretation of the bylaws.

2. Qualification. Each member of the Board shall be at least 21 years of age and a resident of the State of New York. They must have been a Full Member of the Company for at least three (3) years.

3. Members, Number and Term of Directors. The number of Directors constituting the entire Board of Directors of the Company shall be no fewer than three (3) and no more than five (5), and have been in good standing at the time of election and throughout the term of office. Directors shall serve in one year terms, with a term limit of three (3) years. The Directors shall be seated as follows:
 - A. President
 - B. Vice-President
 - C. Secretary
 - D. Treasurer
 - E. Director at Large

4. Resignation. Any Director may resign as a director at any time by giving written notice of such resignation to the President regardless of whether any charges against him are pending. Resignations shall be effective immediately upon receipt by the President.

5. Vacancies. Vacancies among the Board shall be filled by the voting membership for the remaining term. An individual elected to fill a vacancy shall hold office until the completion of the term and then until his successor is elected and qualified.
6. Removal of Directors. Any or all of the directors may be removed for cause by two-third vote of the total number of all of the Voting Members. The person who is the subject of the removal may not vote in that determination and is not counted. The absence of a Director from fifty percent over a six month period shall result in their automatic termination of their director at large position.
7. Regular Meetings. Regular meetings of the Board shall be held on the first Wednesday of the month at 7pm or as changed by the Board by resolution of the Board.
8. Notice of regular meetings. These bylaws shall serve as notice of the regular meetings.
9. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called on the written demand of any member of the Board of Directors.
10. Notice of Special Meetings. Should the President or the Board deem an issue necessary to address an emergency or important situation, only twenty-four (24) hours' notice of the place and time of the meeting shall be necessary prior to the meeting, and notice may be given in person, by phone with the person actually reached or leaving a message or email with return receipt or confirmation of receipt.
11. Quorum and Vote. At all meetings of the Board of Directors, at least three (3) members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority vote of those in attendance shall be required to approve any motion, but there must be at least three votes in favor. The President may vote in all director meetings. A tie results in a loss.
12. Waiver of Notice. The notice of the meeting provided for herein may be waived by a written waiver signed by all the directors. The meeting of the directors may then proceed without said notice and without lapse of the notice period.
13. Tele-conference. One or more members of the board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar device allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.
14. Adjournments. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting of the board to another time and place. In such event, notice shall be given to the Directors who were not present at the time of the adjournment, and, unless such time and place are announced at the meeting, to the other Directors.
15. Action Without a Meeting. Any action required or permitted to be taken by the Board of

Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

16. Place of Meetings. Regular, special and annual meetings of the board shall be held in the town of East Moriches. Unless otherwise stated in these by-laws, the time and place for holding annual, regular or special meetings of the Board shall be fixed by the President.
17. Compensation & expense reimbursement. Directors, as such, shall not receive any salary for their services as directors.
18. Annual Report of the Board of Directors. The Board shall present at the annual meeting of members a report, verified by the President and treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or by a firm of such accountants selected by the Board, showing in appropriate detail the following:
 - A. The assets and liabilities, including the trust funds, of the Company as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting.
 - B. The principal changes in assets and liabilities, including trust funds, during the said fiscal period.
 - C. The revenue or receipts of the Company, both unrestricted and restricted to particular purposes during said fiscal period.
 - D. The expenses or disbursements of the Company, for both general and restricted purposes, during said fiscal period.
 - E. The number of members of the Company as of the date of the report, together with a statement of increase or decrease in such number during the said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

The annual report of directors shall be filed with the records of the Company and a copy thereof shall be placed in the minutes of the annual meeting of the members.

ARTICLE VI
Executive Officers and Administrators

1. Number. The Executive Officers of this Company shall consist of a President, Vice-President, Secretary and a Treasurer.
2. Election, Term of Office and Qualifications of Officers. The officers shall be elected by the Voting Members during the annual meeting for a one year term, shall begin their terms on the first day of the month following the annual meeting, and shall serve until their successor is elected and qualified. The President, Vice-President and Treasurer shall be residents of the East Moriches Ambulance (“Tax”) District during the term of their office.
3. President. The President shall be the chief executive officer of the Company and shall have and exercise general charge and supervision of the non-operational affairs of the Company. The President shall perform such other duties as may be assigned by the Board of Directors or the members. The President shall sign all documents in the name of the Company when authorized to do so by the Board of Directors or members. The President, together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, shall have authority to sign checks. The President, in cooperation with Treasurer, shall create a proposed budget for presentation and approval to the Board. The President, in cooperation with the Treasurer, shall ensure that the tax returns of the Company are timely filed. The President shall have day to day administrative authority over the employees of the Company. She shall ensure that proper administrative insurances are carried necessary for the day to day operations of the Company. She is the counterpart of the Chief in this respect.
4. Vice-President. The Vice-President shall serve in the extended absence of the President and fulfill all duties and obligations of the President in such an absence or at the request of the President.
5. Secretary. The Secretary shall keep a record of all meetings of the Company and of the Board of Directors. The Secretary shall be the custodian of all non-financial and non-operational books and papers belonging to the Company. The Secretary shall ensure that an approved copy of the minutes of each meeting is maintained in the corporate offices for inspection. The Secretary shall have charge of the seal of the Company and of such books, records and other papers as the Board of Directors may direct. The Secretary, when so authorized or ordered by the Board of Directors, may affix the seal of the Company, execute contracts, agreements or other documents on behalf of the Company and shall perform such other duties as may be assigned by the Board of Directors. The Secretary shall provide all members with a copy of the bylaws. In order to serve as Secretary a person must be and remain a Full Active Member, and have served as an Active Member for the past three out of the last four years, including time served on Probation up to one year. The Secretary shall attend to the mailing, posting and publication of all notices of such meetings. In the absence of any contrary direction, the Secretary shall conduct all correspondence on behalf of the Board of Directors and Corporation. The Secretary shall notify all members who are in arrears of payment of dues by mail.

6. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Company and shall promptly deposit the same in the name of the Company in such depository as may be designated by the Board. The Treasurer shall not have the authority to sign checks but shall keep the checks in custody. The Treasurer shall not have authority to withdraw funds but may transfer funds between the Company's accounts upon authority of the Board. The Treasurer shall make no investments of monies without the express approval of the Board. The Treasurer is required to give or qualify for bond for the faithful performance of his/her duties, in such sum and with such securities as the Board of Directors may require. All deposit slips shall be reviewed by the President prior to being deposited by the Treasurer. When necessary or proper, the Treasurer may endorse on behalf of the Company for collection, notes, checks and other obligations and shall deposit the same to the credit of the Company at such bank or depository as the Board may designate. The Treasurer may sign all receipts. The Treasurer shall ensure that financial records are maintained for the Company and shall present such records at all reasonable times to upon written request of a member. No person may serve as treasurer if they have been convicted of or plead to any crime involving theft, burglary, larceny or fraud. The treasurer shall ensure that all bank accounts, securities and financial accounts are maintained in the name of the Company and ensure that such accounts shall only be opened upon the express resolution of the Board of Directors as evidenced by the signatures of the President and Secretary. The treasurer shall collect the dues and records such payments.
7. Expenses. Reasonable expenses, including travel expenses, as determined by the Board of Directors, may be paid to any officer incurring such expenses in the performance of his or her official duties on behalf of the Company.
8. Resignations. Any officer may resign by supplying a resignation in writing to the Board.
9. Vacancies. Vacancies are filled by the voting membership.

ARTICLE VII
Line Officers

1. Definition. Line Officers shall not be considered executive officers of the Company, for purposes of these by-laws.
2. Line Officers. There shall be the following line officers listed from highest order of rank to lowest:
3. ELECTED LINE OFFICERS
 - Chief
 - 1st Assistant Chief
 - 2nd Assistant Chief
 - Captain
4. Term of Office. Officers shall serve for the term of one year for no more than three (3) consecutive years in that same position. A person must be out of office for at least eleven (11) months in order to run for the same office.
5. Qualifications and powers of office. The policies of the Company shall dictate any additional qualifications, duties, prohibitions and powers of the line officers. All line officers shall be and shall remain certified as a New York State Emergency Medical Technician. All line officers shall be cleared by the Company to perform this role. All line officers shall be and remain residents of the primary operating territory as listed in the certificate of need, except that persons who were active members as of the 1st day of October, 2013 and remained members up to the date of election may also reside in the territory previously listed in the Ambulance Service Certificate in the year 2010 and prior. All line officers shall have been a member in good standing for the three out of the past four years and shall be cleared to operate the ambulances.
 - a. The Chief shall have been so certified for at least the past three consecutive years prior to nomination and shall have served as an Assistant Chief for a full term and in good standing in this Company.
 - b. The Assistant Chiefs shall have been so certified for at least the past two years prior to nomination and shall have served as Captain for a full term and in good standing in this Company.
 - c. The Captain shall have been so certified for at least one year prior to nomination.
6. Chief. The Chief shall have charge and control of all operational affairs of the Company. The chief may create “coordinator” or similar positions as needed to assist in carrying out his duties. The Chief is the direct authority of the day to day operational duties of the employees. He will be the counterpart of the President in this respect.
7. Assistant Chiefs. The Assistants in numerical order shall take over for the Chief in the Chief’s absence and shall perform those duties as assigned by the Chief.

8. Captain. It shall be the duty of the Captain to take over for the Assistant Chiefs in their absence and to perform those duties as assigned to them by the Chief and Assistants.
9. Suspensions. Any officer that is suspended for more than a thirty-day period shall be removed from office automatically.

ARTICLE VIII
Election Procedures

1. General applicability. All elections for directors and executive and line officers and administrators shall be conducted under this article. This is not the procedure for filling vacancies. Special elections shall be held in this manner, but the dates shall be changed as necessary.
2. Qualifications. No later than fourteen days prior to the start of the November regular meeting, the Board of Directors shall post the list of Full Members who are qualified for each office. The Board of Directors shall determine who is qualified for any position and shall hear all appeals of eligibility. The list shall remain posted in the Company building until after the elections. Any person deemed not qualified but believing that they are qualified for a position shall appeal to the Board of Directors in writing at least three days prior to the beginning of the election meeting. The Board shall make a decision as to the qualification of any member appealing prior to the beginning of the November regular meeting.
3. Nominations. Nominations only shall occur at the November regular member meeting. Any person who desires to be nominated for a position must be either self-nominated or nominated by another Full Member. A nomination must receive a second. A person must accept the nomination either in person at the November meeting or in writing to the Secretary within seven days after the November meeting. Failure to accept the nomination shall serve as a rejection of the nomination. Persons must be nominated for a position in order to run for the position. Persons may run for more than one position but must have been nominated for each position, but may not drop down to a lower position unless nominated. Nominations are closed at the end of the November meeting. The Secretary shall post a list in the station of all Nominations for each position which were accepted no less than fourteen days prior to the election.
4. Elections. All elections shall take place at the December regular meeting.
5. **The chairperson of the Nominating Committee shall run the election.** The President of the Board shall appoint two members who are not entitled to vote to ~~run the elections and who shall~~ **to distribute, collect and** count the ballots. Write-ins shall not be permitted (**Passed 5/11/2016**).
 - a. All votes shall be conducted by written ballot. Proxy voting shall be permitted, but absentee ballots are not permitted by law.
 - b. In the event there is only one candidate for an office, that individual shall still run against “none of the above”. A motion may not be made for the secretary to cast one ballot for such individual. In the event “none of the above” wins, the position shall be filled in accordance with the vacancy requirements at the next meeting. The position shall remain vacant until the next meeting.
 - c. In all other cases, a candidate must receive a majority of the votes cast to win an office.

- The individual receiving the lowest number of votes shall be dropped. In the event there is a tie for the lowest number of votes, a revote shall occur between the persons receiving the lowest number of votes, and the person receiving the highest number (not necessarily a majority) shall continue on in the election.
- d. A revote shall occur until a person receives a majority of the votes cast.
 - e. In the event no candidate runs for an office, the position shall be filled in accordance with the process for filling vacancies.
6. Leaving positions Vacant. Nothing in these bylaws shall require any position to be filled.
7. Order of Elections. The order of each elections shall be as follows:
- Chief
 - 1st Assistant Chief
 - 2nd Assistant Chief
 - Captain
 - President
 - Vice-President
 - Secretary
 - Treasurer
 - Director at Large
10. Absentee Ballots. Absentee Ballots shall not be permitted. Proxy votes are permitted according to the rules stated in these bylaws.

ARTICLE IX
Agents, Representatives and Committees

1. Agents and Representatives. The President may appoint such agents and representatives of the Company with such powers and to perform such acts or duties on behalf of the Company as the President may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.
2. Standing Committees. Committees may only act if they have a majority of the Committee members present at any Committee meeting.
3. Appointments. Except as otherwise directed by these bylaws, the Chief appoints the members of each committee and appoints the Chair. A Board member will be assigned to any committee that spends district tax money, such as Open House; Installation Dinner, etc. The Chief shall also appoint the members of the QA/QI committee and shall serve as Chair.
4. Standing Committees
 - A. Sunshine
 - B. Membership
 - C. Probationary
 - D. Scholarship
 - E. Bylaws
 - F. Juniors
 - G. Truck/Building
 - H. Nominating
 - I. Open House
 - J. Holiday Party
 - K. Fundraising
 - a. Golf Outing (sub-committee)
 - L. Installation Dinner
 - M. Children's Holiday Party
 - N. Food
 - O. Health and Wellness
 - P. QA/QI Committee
5. Other Committees. The Chief or President may establish committees from time to time with the authority provided by the entity creating the committee. No committee shall have authority as to the following matters:
 - A. The submission to voting members of any action requiring members' approval pursuant to these by-laws or the laws of the State of New York;
 - B. The filling of vacancies in the Board of Directors or in any committee;
 - C. The fixing of compensation of the Directors for serving on the Board or on any committee;
 - D. The amendment or repeal of the by-laws or the adoption of new by-laws;
 - E. The amendment or repeal of any resolution of the Board which by its terms shall not be so

amendable or repealable.

6. Alternates. The Board may designate one or more Directors or voting members as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.
7. Company. Each committee of the Board or the Company shall serve at the pleasure of the President or Chief. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty to the Company.

ARTICLE X Amendments

These by-laws may be amended, altered or repealed and new by-laws may be added as follows.

1. A ~~proposal~~ **proposed amendment** must be submitted, **in writing and in the required format (current bylaw and proposed with changes in bold font, completed by computer on the form appended to the bylaws) (Passed 8/12/15)** to the ~~President~~ **By-Law Committee (Passed 5/11/16)** by any EMCA member or group of members. ~~The President By-Law Committee (Passed 5/11/16)~~ shall announce that a bylaw proposal has been received and the general purpose of the amendment. **The amendment shall be vetted by the Corporation's attorney prior to submission to the membership. The President shall forward any correspondence between the Corporation and the corporate attorney regarding the amendment to the amendment's author and the Bylaw Committee head. This correspondence shall include any changes, suggestions, or approvals made by the corporate attorney indicating the amendments legality (Passed 8/12/15).** ~~The President shall, within seven days, present the amendment to the Bylaw Committee (Passed 5/11/16).~~ The Bylaw Committee shall review and comment on the amendment prior to the next regular meeting of the members. The Committee has the authority to recommend changes to the member, prior to being introduced into the membership, but may not refuse to submit the ~~change~~ **proposed amendment (Passed 8/12/15)**. The Committee shall provide a recommendation for or against the amendment, and may provide comments if the committee desires. The Committee may not refuse to submit a proposal for any reason. **The Bylaw Committee shall provide the Secretary with a copy of the proposed amendment (Passed 8/12/15).**
2. The Secretary shall ~~announce~~ **notify the membership, by broadcast email and by posting**, that a bylaw amendment ~~will be voted upon at the next meeting and will ensure that the minutes of the meeting reflect that announcement has been submitted, and will be read and discussed at the next general meeting.~~ The Secretary shall post the bylaw amendment in a public place ~~in the station at the ambulance headquarters~~ for at least twenty (20) days prior to the vote. **The proposed amendment will be read at two consecutive general meetings before the proposed amendment is voted on at the second meeting. The Secretary shall make hard copies of the current and proposed bylaw available to the membership, and the Secretary shall attach the same to the minutes of those meetings at which it is read (Passed 8/12/15).**

3. The quorum for the vote on the bylaw shall be seventy-five (75%) of those members entitled to vote at that meeting. The amendment shall be approved upon receiving the favorable vote of seventy-five (75%) percent of the members in good standing present at that meeting actually voting. Abstentions shall not count as no votes.
4. If a quorum is not present, the bylaw shall be presented at each subsequent meeting until a quorum is present.
5. Any technical or minor alteration to the proposed amendment which is proposed at the meeting at which the vote will be taken may be voted upon at that same or later meeting without further notice to the membership.
6. **The date when an amendment is approved shall be included in subsequent printings of the bylaws, and the original bylaw shall be stricken with a single line (Passed 8/12/15).**
7. **Bylaw change form to be utilized (Passed 8/12/15):**

EMCA BY-LAWS CHANGE PROPOSAL FORM

Name*: _____ Date: _____

*Note that the proposer's name is to be held in confidence by the By-Law committee

Current By-Law Text:

Proposed By-Law Text:

Reason for the By-Law Change:

**ARTICLE XI
Investments**

The Company shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or similar restrictions.

**ARTICLE XII
No suspension or waiver of bylaws**

Under no circumstances may these bylaws ever be suspended and waived. Any vote taken after any such suspension or waiver shall be null and void.

**ARTICLE XIII
Code of Ethics**

Declaration of policy and purpose

The proper operation of the Company requires that Company directors, officers and members be impartial and responsible to their members and the public. They must not have interests that would be incompatible with the proper discharge of their responsibilities or tend to impair their independence of judgment or action in the performance of their official duties and responsibilities. Decisions and policies must be made in the proper channels of Company structure and free from undue influence. Positions with the Company must not be improperly used for personal gain. Directors, officers and members must strive to avoid even the appearance of impropriety. Each of these ideals is to ensure that the public has confidence in the integrity of this Company. The purpose of this Code of Ethics is to maintain and enhance a tradition of responsible and effective public Company by setting forth standards of ethical conduct to guide members, directors and officers in the conduct of their responsibilities.

Definitions

“Confidential Information” means any information, however transmitted or maintained, that is obtained, possessed or controlled by such Company member, director or officer by reason of his position with the Company, and by its nature is such that it is not known to the general public or is not a matter of public record.

A prohibited gift, as addressed by this policy, shall include a gift of more than \$75.00 in value. Such a gift includes, but is not limited to, entertainment, food, beverage, travel and lodging to the extent that the gift value exceeds \$75.00 for any one occasion and \$150.00 total in any one year from the same person or business entity. A gift also includes a loan that is not commercially reasonable. Prohibited gifts do not include the following:

- A loan made on terms that is commercially reasonable and not more favorable than loans made in the ordinary course of business.
- Any gift regardless of value from a family member.
- Certificates, plaques or other ceremonial awards costing less than \$75.00, except for any award given by a municipality, not-for profit Company, another fire Company or ambulance Company or this Company for Company as a Company member, director or officer.
- Honorary degrees.
- A meal, ticket, beverages, and lodging costing less than or equal to \$75.00, but only if the total of all such gifts from a particular person or business does not exceed \$150.00 in one year.

“Financial benefits” include promotions, commissions, rewards, raises and direct compensation.

An “interest” shall include a direct or indirect, pecuniary or material benefit accruing to such person as the result of a contract with the Company.

Prohibited interests shall not include a contract or business advantage where no direct or indirect financial gain may be obtained, such as where a person is merely an employee that will not receive any financial benefit from the result of a decision of the Company.

“Officers” shall include executive/civil and line officers.

“Members” shall include all active members and other types of members when such members have no vote or voice before the membership.

Principles of the Company

The principles which must guide the conduct of Company members, directors and officers include, but are not limited to, the following:

- a. Company members, directors and officers shall endeavor to pursue a course which shall not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust as Company members, directors or officers;
- b. No Company member, director or officer shall engage in, accept employment or render Company when the employment or Company: (1) are incompatible with the proper discharge of the official duties of such person; or (2) would tend to impair independence of judgment or action by such person in the performance of that person’s official duty.
- c. Company members, directors and officers shall not disclose confidential information acquired in the course of their duties as a Company member, director or officer, nor use such information to further their own personal, family or present or known future business interests. This shall not prohibit revealing information known to the public at large;
- d. Company members, directors and officers shall not use or attempt to use their positions or influence to secure unwarranted privileges or exemptions for themselves or others, either before the Company or otherwise;
- e. Company members, directors and officers shall not engage in any transaction as a representative of the Company or municipality which contracts with the Company or with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their duties as a Company member, director or officer;
- f. Company members, directors and officers shall not accept a gift, as defined above, from any person or business which has any pending businesses transactions or has an interest in a decision of the Company, including but not limited to decisions involving purchases, provisions of supplies, construction, hiring and legislation. Company

members shall not accept privileges unavailable to the general public which are offered in order to gain favor from such individual regarding a decision of the Company.

- g. Company members shall comply with the Company' "Prohibition of Financial Interests" policy.

PROHIBITION OF FINANCIAL INTERESTS

Application of Policy

This policy shall regulate the conduct of members, directors and executive and officers. It shall apply to such person's financial and business interests.

Persons regulated by this policy shall be deemed to have an interest in a contract or business of:

- his or her spouse, minor children and dependents;
- a firm, partnership or association of which such individual is a partner, member or employee;
- a Company of which such individual is an officer, director or employee; and
- a Company, any stock of which is owned or controlled directly or indirectly by such individual, except that a prohibited interest shall not include an investment interest in a business in which such person owns or controls less than five (5%) percent of the business or outstanding shares.

This policy shall not apply to a contract in which a member, director or officer has an interest if the total consideration payable under that contract, when added to the aggregate amount of all consideration payable under contracts in which such person had an interest during the fiscal year, does not exceed the sum of seven hundred fifty (\$750.00) dollars.

Prohibitions

No interested member, director or officer of the Company may:

- vote or speak on any matter in which he has any interest, financial or otherwise, direct or indirect;
- vote to do business with any entity in which he has a prohibited interest;
- attempt to implement, prevent or change any legislation before the controlling municipality, which is in substantial conflict with the proper discharge of his duties as a Company member, director or officer or would obtain a financial advantage or himself, family, or business; or

- represent a client before the Company or appear before the Company on behalf of a client;
- Express an opinion on any matter in which such person has a prohibited or conflict of interest.

Required conduct upon conflict arising

Prior to any vote, any duality of interest or possible conflict of interest on the part of any member, director or officer shall be disclosed to the other persons voting on the matter and shall be noted in the minutes.

Such interested person may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation.

No member, director or executive or line officer having a duality of interest or conflict of interest on any matter shall vote or use his personal influence on the matter.

No conflict may be waived, even by vote of the members, directors or officers. A person accused of having an interest but disagreeing with the accusation may vote by secret ballot. Such person's vote shall be sealed. Should the vote of such person affect the outcome of the matter, the Company may seek an opinion from the Comptroller, the Attorney General, the Company's attorney or the Code of Ethics Committee, or from any other trusted and non-interested source as to whether a conflict exists.

Every new member of the Company or Board of Directors, or a new executive officer or line officer must be advised of this policy upon entering on the duties of his office. Forms acknowledging this policy must be executed by every new member, director or officer. This policy shall be reviewed at least annually with every member, director and officer.

Members, directors and officers shall be required to disclose annually, in writing, all financial interests in which they or family members may have before the Company, and any other information as required by the Company.

Members, directors and officers must exercise their duties and responsibilities in the public interest of the inhabitants of the municipality(s) served.

A sample (brief) form is as follows:

Name: _____

Date of acknowledgement: _____ for the calendar year of _____.

Position held: member director executive officer line officer

List all potential businesses with which the Company presently does business in which any personal, family or business interest exists, as defined by the code of ethics policy. _____

Do you now or in the next year expect to represent any person or business entity before the Company? Yes No

Do you now or in the next year expect to solicit any business from the Company? yes no. If yes, state in full such disclosure.

ACKNOWLEDGMENT

I acknowledge that I have read the Company's conflict of interest policy and code of ethics and I agree to abide by such policies at all times. I have made a full disclosure of all interests and shall make an additional written disclosure should such a conflict arise.

[name]

ARTICLE XIV Prohibition Against Sharing in Corporate Earnings

No member, director, officer or employee of or member of a committee of or person connected with the Company, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Company, provided that this shall not prevent the payment to any such person of such reasonable compensation for Company rendered to or for the Company in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Company. The Company shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code, or shall be distributed to such Company or organization as is then recognized by the Internal Revenue Company as qualifying under Section 501(c)(3) of the Internal Revenue code of 1986, as amended, or shall be distributed to the Federal Government or to a state or local government for a public purpose. Any such assets not to disposed of shall be disposed of by a court of competent jurisdiction of the County of ~~Rensselaer~~ **Suffolk (Passed 6/8/16)**, State of New York, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV
Indemnification

The following provisions are each subject to the limits of insurance available for such purposes:

1. The Company shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Company to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other entity or corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director, officer, voting or non-voting member or employee of the Company served in any capacity at the request of the Company, by reason of the fact that he, his testator or intestate, was a director, officer, or voting member or employee of the Company, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director, officer, or member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of Company for any other corporation or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Company and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.
2. The Company shall also indemnify any person made, or threatened to be made, a party to any action by or in the right of the Company to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a director, officer, or member or employee of the Company, or is or was serving at the request of the Company as a director, officer, voting or member or employee of any other corporation, agency or state agency of any type or kind, domestic or foreign, or of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director, officer, voting or member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other state or regional entity or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Company, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Company, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction determines upon application that in view of all the circumstances of the case the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.
3. The foregoing right of indemnification shall not be exclusive of other rights to which the director, officer, voting or member or employee may be entitled.
4. Subject to the laws of New York, the Company may maintain insurance at its expense to protect

itself and any director, officer, voting or member, employee or agent of the Company against any expense, liability or loss of the general nature contemplated by this Article, whether or not the Company would have the power to indemnify such person against such expense, liability or loss under the laws of New York.

5. It is the intent of this Company to indemnify its officers, directors, and members and employees to the fullest extent authorized by the laws of New York as they now exist or may be amended. If any portion of these indemnification provisions shall, for any reason, be held invalid and unenforceable by judicial decision or legislative amendment, the valid and enforceable provisions will continue to be given effect and shall be construed so as to provide the broadest indemnification permitted by law.