

# **Christiana Fire Company**

## **By-laws**



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## **Article I. NAME AND OBJECTIVE**

**Section 1** This Company shall be known by the name and title of the Christiana Fire Company.

**Section 2** The objective of the Company shall be the preservation of life and property through fire prevention and fire suppression, rescue and ambulance services.

## **Article II. STATIONS**

The Christiana Fire Company shall consist of Station No. 1 at Main Street, Christiana, Delaware and Station No. 2 at Porter Road, Bear, Delaware and Station No. 3 at Salem Church Road, Newark, Delaware.

## **Article III. FISCAL YEAR**

The fiscal year of the Company shall begin on the first day of July in each year and end on the 30th day of June the following year.

## **Article IV. SEAL**

The Company shall provide a suitable seal, which shall be kept by the secretary.

## **Article V. BOOKS AND RECORDS**

The Company shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the voting members.

## **Article VI. AMENDMENT OF BY – LAWS**

**Section 1** The By – Laws may be altered, amended, or repealed, and new By – Laws may be adopted by the board and voting membership. The proposed change shall be reviewed by the Board, with the recommendation of the Board forwarded to the floor for consideration utilizing the method described in sections 2 through 4. In all cases, the amendment proposal must receive final

disposition on the company floor within 90 days from the date of first review of the original proposal by the by-laws committee.

**Section 2** The By – Laws shall not be in any way amended unless the proposed amendment is presented in writing at a regular meeting of Membership or the Board of Directors. Such an amendment shall be referred to the By – Laws Committee at their next regular meeting for review as to form. The proposed By – Law shall then be posted for a minimum of twenty-one (21) days. It shall be read and opened for comments during this posting period at the next regular meeting of the Board of Directors. The Board may return the proposal along with revision recommendations and explanations to the By-Laws committee for revision and reposting; or approve a recommendation for adoption or rejection. The recommendation for adoption or rejection from the Board requires a 2/3 majority of the Board members present. This recommendation shall then be forwarded along with their explanation for adoption or rejection to the company floor. At the regular company meeting following the adoption of the recommendation, the Board’s proposal recommendation shall be voted on.

**Section 3** The Board’s proposal recommendation must be vetoed by a 2/3 majority of the voting members present. If the recommendation for adoption is not vetoed, the amendment is adopted. If the recommendation for rejection is vetoed, the amendment is adopted. The amendment shall remain posted with the date and place of final action until adopted or rejected.

**Section 4** If the Board cannot approve a recommendation for adoption or rejection by a 2/3 majority of the Board of Directors present within 90 days in accordance with Sections 1 & 2, the amendment proposal shall be forwarded to the floor for action along with an explanation for both adoption and rejection from the Board. The amendment can then be adopted by a 2/3 majority of the voting members present at the regular meeting.

## **Article VII. ORDER**

Roberts Rules of Order shall govern the procedure of all proceedings of the Board of Directors, members, and committees, unless inconsistent with an article of the By – Laws.

## **Article VIII. MEMBERSHIP**

**Section 1** The membership of the Company shall be composed of persons, citizens, of the United States, fifteen years of age or older, to be classified as follows:

- A. PROBATIONARY MEMBERS:** All the persons at least eighteen years of age who have been recommended by the Review Board and approved by a majority vote of the Company shall be known as a probationary member.
- B. MEMBERS:** All persons who are at least 18 years of age and who have completed the probationary period and have been accepted by the Company by a majority vote and who are current on his or her dues and who are not suspended, expelled, or on disciplinary probation and who are not otherwise defined as a probationary, life, honorary, associate, or auxiliary member shall be known as a member.
- C. LIFE MEMBERS:** All members with twenty (20) years of service as a member with at least 15 years as a voting member shall be known as a life member.
- D. HONORARY MEMBERS:** All persons nominated by a director or officer and approved by a majority of those present at any regular or special meeting of the Company shall be known as an honorary member.
- E. AUXILIARY MEMBERS:** All members of the Ladies Auxiliary of the Christiana Fire Company shall be known as an Auxiliary member. Auxiliary members shall be exempt from all requirements of Company membership: shall have no right to operate emergency apparatus.
- F. JUNIOR MEMBERS:** All Persons at least fifteen years of age but not yet eighteen years of age. These persons must have a consent form signed by both Parents or a Legal Guardian, unless the candidate lives with a single parent with sole legal custody of the candidate.
- G. ASSOCIATE MEMBER:** All persons at least eighteen years of age who have been recommended by the Review Board and approved by a majority vote of the Company shall be known as an ‘associate member’. Associate members are not permitted to vote or hold any office elected or appointed.

**Section 2** The qualifications for membership shall be established by the Review Board with prior approval of the Board of Directors and shall not be inconsistent with the By – Laws

## **Article IX. MEETINGS OF THE MEMBERSHIP**

**Section 1** An annual meeting of the members shall be held at Station 1 on the third Tuesday in the month of December in each year at 8:00 p.m. for the purpose of electing directors, officers, and for the transaction of such other business as may come before the meeting.

**Section 2** Policies and procedures regarding the time, place, and notification of members for regular monthly meetings and special meetings are as established in documented policy.

**Section 3** Twenty (20) voting members shall constitute a quorum at such meetings. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting from time to time without further notice.

**Section 4** Each member and life member meeting the requirements for pension plan eligibility shall be entitled to one vote on each matter submitted to a vote of the members. These members shall be known as “voting members”.

**Section 5** Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning, of the obligation to pay any dues, assessments or other charges accrued and unpaid nor shall it prevent the Board of Directors from adjudicating any disciplinary action brought prior to the resignation.

## **Article X. BOARD OF DIRECTORS**

**Section 1** The affairs of the Company shall be managed by the Board of Directors which shall have full and complete charge of all business of the Company.

**Section 2** The Board of Directors shall consist of nine members elected at the annual company meeting and three non – members appointed by the Board of Directors. Three of the elected Board members shall serve a three-year term. Three of the elected Board members shall serve a two-year term. Three of the elected director shall serve a one-year term. The elected Board members’ terms shall begin on the night of the election and shall hold office until their successors have been duly elected and installed which shall occur as soon as practicable on the night of election. The appointed Board members shall serve a term of one year beginning on the night of appointment in which they are appointed. Elections shall be at the annual company meeting using the same procedure as used for election of officers.

**Section 3** The Vice – President of the Company shall be the Chairman of the Board of Directors.

**Section 4** The Board of Directors, in accordance with the disciplinary procedure as established and maintained by the Board of Directors as a documented policy and approved by a 2/3 vote of the voting members at the regular company meeting, by affirmative vote of a majority of all of the members of the Board present may suspend, expel or put on probation with restrictions and conditions a member for cause after an appropriate hearing. Cause shall be defined as follows:

- A.** Violation of the By – Laws
- B.** Violation of the Standing Operating Procedures
- C.** Violation of Rules of the Company

- D. Conviction of a Felony
- E. Violation of Duties of office
- F. Nonpayment of dues or debts owed the Company

**Section 5** Voting Members shall be eligible for elections to the Board of Directors. No member shall hold another elected office and be a member of the Board of Directors.

**Section 6** Make up of the Board

- A. One three year Director representing Station 1.
- B. One three year Director representing Station 2.
- C. One three year Director representing Station 3.
- D. One two year Director representing Station 1.
- E. One two year Director representing Station 2.
- F. One two year Director representing Station 3
- G. One one year Director representing Station 1.
- H. One one year Director representing Station 2.
- I. One one year Director representing Station 3.

**Section 7** Any Director may resign by filing a written resignation with the Secretary but, such resignation shall not relieve the Director so resigning, of the obligation to pay dues, assessments, or other charges accrued and unpaid nor shall it prevent the Board of Directors from adjudicating and disciplinary action brought prior to the resignation.

**Section 8** Any vacancy occurring in an elected member of the Board of Directors may be filled by the Board of Directors. A vacancy filled by the Board shall serve until the next regular company meeting, at which time an election shall be held.

## **Article XI. MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1** The Board of Directors shall at their January meeting elect a Vice – Chairman of the Board of Directors who shall act as Chairman of the Board of Directors in the absence of the Chairman.

**Section 2** Monthly Meetings of the Board of Directors shall be held at Station 1 on the second Tuesday in each month, at a given time to be determined by a majority vote of the Directors present at the first Directors meeting following the GENERAL ELECTIONS in DECEMBER, for the

purpose of transacting any business as may come before the meeting. Any changes in the meeting time there after, notice shall be presented to the Membership in written form at least 48 hours in advance.

**Section 3** Special Meetings of the Board of Directors may be called at the request of the Chairman of the Board and shall be held at Station 1 or at such other place as the Chairman shall determine.

**Section 4** The Chairman may at his or her discretion call a special meeting upon verbal or written notice to all members of the Board as specified herein. Written notice stating the place, time and purpose of the special meeting shall be delivered either personally or by mail to each member entitled to vote at such meeting not less than one day or more than five days before the date of such meeting. If mailed, the notice of a special meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Company, with postage prepaid.

**Section 5** Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

**Section 6** One or more Board Members may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

**Section 7** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

## **Article XII. INDEMNIFICATION**

The Company shall indemnify any person who by reason of the fact is or was a director, officer, employee or agent, of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The indemnification shall be to the fullest extent allowable under Section 145 of the General Corporations Law of the State of Delaware. The Board of Directors shall authorize the indemnification.

## **Article XIII. OFFICERS**

**Section 1** The Officers of the Company shall consist of:

**A. Administrative Officers**

(i) Elected Executive Administrative Officers

(i) President

(ii) Vice President

(iii) Secretary

(iv) Treasurer

(ii) Elected Administrative Officer - Financial Secretary

(iii) Appointed Administrative Officers as listed in documented policy.

**B. Operations Officers**

(i) Elected Executive Operations Officer - Chief

(ii) Elected Operations Officers – number of and assignments as listed in documented policy.

(i) Deputy Chief(s)

(ii) Assistant Chief(s)

(iii) Appointed Operations Officers as listed in documented policy.

**Section 2** Election of Officers

**A.** The election of the Elected Executive officers and other Elected officers shall be held at the annual meeting of the Company.

All nominations shall be made from the floor at the monthly meeting preceding the election. Nominations from the floor may be taken at the annual meeting only in the event that there are no eligible nominees for a particular office at the preceding meeting or all candidates nominated for a particular office decline nomination. No one shall be elected without having first been nominated.

**B.** Elections shall be by secret ballot and shall be conducted by a judge and four tellers appointed by the President. The candidates receiving the most votes cast for that office shall be elected to that office. In the event of an uncontested election, the Secretary shall cast a ballot representing the unanimous vote. If the Secretary is not present on the night of election, in the event of an uncontested election, any other corporate officer [President, Vice President, or Treasurer] present shall cast a ballot representing the unanimous vote.

**C.** All officers shall be elected for a term of one year beginning on the night of election and shall hold office until his or her successor has been duly elected.

**D.** Any member nominated for office, except in filling a vacancy, who will not be present on the night of election, shall submit a written acceptance of the nomination to the President no later than the time of election of the office for which he or she has been nominated. If a written acceptance is for received for the nominated member or the member is not present at the election his or her name shall be stricken from the ballot.

**E.** No member shall hold more than one office.

**F.** Any vacancy which may occur in an elected office by resignation, removal from office, suspension or expulsion from the Company or otherwise, shall be filled at a special election at the next regular meeting of the Company. If the vacancy occurs during a meeting, it shall be filled immediately. A member need not be present or submit a letter of acceptance to be nominated or elected to fill a vacant office.

(i) An office will not be considered vacant by suspension for a period not to exceed 45 days during the investigation and adjudication, or until the completion of the investigation and adjudication of charges, whichever comes first.

(ii) An office will not be considered vacant by suspension while the officer is serving any suspension of less than 45 days during an appeal process.

(iii) An office will not be considered vacant by suspension while the officer is serving any suspension of less than 8 days.

### **Section 3** Eligibility

**A.** To be eligible for an Administrative or Operations Office, a member must meet the following qualifications:

(i) Twenty one years old

(ii) Off probation

(iii) Voting Member

(iv) Not on suspension or disciplinary probation except as defined in section 2-F i through iii above.

**B.** To be eligible for an operations office, a member must meet the qualifications as specified in subsection (A) plus the qualifications for the specific office as detailed in documented policy:

## **Article XIV. DUTIES OF OFFICERS**

### **Section 1 EXECUTIVE ADMINISTRATIVE OFFICERS**

**A.** PRESIDENT – shall have such powers and perform such duties as may be incident to the Office of President and as prescribed herein or in documented policy.

**B.** VICE PRESIDENT – shall have such powers and perform such duties as may be incident to the Office of Vice President and as prescribed herein or in documented policy. The Vice President shall serve as Chairman of the Board of Directors.

**C.** SECRETARY - shall have such powers and perform such duties as may be incident to the Office of Secretary and as prescribed herein or in documented policy.

**D.** TREASURER - shall have such powers and perform such duties as may be incident to the Office of Treasurer and as prescribed herein or in documented policy..

**Section 2 EXECUTIVE OPERATIONS OFFICER - CHIEF** - In addition to the authority specified in 16 Del.C. Chapter 67 and any amendments thereto. the Chief shall have such powers and perform such duties as may be incident to the Office of Chief and as prescribed herein or in documented policy.

**Section 3 OTHER ADMINISTRATIVE OFFICERS** - shall have such powers and perform such duties as may be incident to their respective office and as prescribed herein or in documented policy.

### **Section 4 OTHER OPERATIONS OFFICERS**

#### **A. FIRE POLICE**

**(i)** The Fire Police shall have such powers and perform such duties as may be incident to Fire Police Officers and as prescribed herein or in documented policy.

**(ii)** The Fire Police shall perform such duties and have such responsibilities as specified in Title 16 Chapter 67 of the Delaware Code and any amendments thereto.

**B. ALL OTHER OPERATIONS OFFICERS** - shall have such powers and perform such duties as may be incident to their respective office and as prescribed herein or in documented policy.

## **Article XV. DISCIPLINARY PROCEDURE**

**Section 1** Any complaint preferred against a member of the Company for violation of the By – Laws, Documented Policies, Standard Operating Procedures, or any other rules of the Company shall be subject to the disciplinary procedure as established and maintained by the Board of Directors as a documented policy and approved by a 2/3 vote of the voting members at the regular company meeting.

## **Article XVI. POLICIES, PROCEDURES, AND GUIDELINES**

### **Section 1 Documented Policies**

- A.** Use – Documented Policies shall be created, ratified, and maintained as herein described to encourage pertinence, and relevance. Documented Policies shall cover topics that may change on a frequent basis, and are therefore not suitable for direct inclusion in the By-Laws.
- B.** Management of Documented Policies
- (i)** The Board of Directors is responsible for creating and maintaining Documented Policies governing the duties of Executive Officers, any Documented Policy impacting membership, voting, or tax status, and all Documented Policies containing both emergency and non-emergency components.
  - (ii)** The Chief is responsible for creating and maintaining Documented Policies for emergency and public safety operations.
  - (iii)** The President is responsible for creating and maintaining Documented Policies for non-emergency conduct within the house
- C.** Ratification - A proposed new or revised DP shall be posted for a minimum of 28 days, and must then be approved by a 2/3 vote of the voting members at a regular company meeting.

### **Section 2 Standard Operating Procedures (SOP)**

- A.** Use - Standard Operating Procedures shall be created, ratified, and maintained as herein described to encourage pertinence and relevance. Standard Operating Procedures shall establish procedure to be followed in carrying out a given operation or in a given situation.
- B.** Management of Standard Operating Procedures
- (i)** The President is responsible for establishing, approving and maintaining Standard Operating Procedures for non-emergency conduct within the house.
  - (ii)** The Chief is responsible for establishing, approving and maintaining Standard Operating Procedures for emergency and public safety operations.
  - (iii)** The President and/or Chief may delegate responsibilities for establishing, approving and maintaining Standard Operating Procedures at their pleasure.

### **Section 3** Standard Operating Guidelines (SOG)

**A.** Use - Standard Operating Guidelines shall be created, ratified, and maintained as herein described to encourage pertinence and relevance. Standard Operating Guidelines shall establish general guidelines to consider in carrying out a given operation or in a given situation.

**B.** Management of Standard Operating Guidelines

**(i)** The President is responsible for establishing, approving and maintaining Standard Operating Guidelines for non-emergency conduct within the house.

**(ii)** The Chief is responsible for establishing, approving and maintaining Standard Operating Guidelines for emergency and public safety operations.

**(iii)** The President and/or Chief may delegate responsibilities for establishing, approving and maintaining Standard Operating Guidelines at their pleasure.