
**BY-LAWS
Of The
TWIN STATE MUTUAL AID FIRE ASSOCIATION**

**ARTICLE I
Articles of Agreement**

The name of the Corporation shall be the Twin State Mutual Aid Fire Association, a public municipal corporation created pursuant to New Hampshire RSA 154:30-a as a District Fire Mutual Aid system ("Twin State"). The purposes for which it is established shall be as pursuant to RSA 154:30-a and the location of its principal place of business shall be as set forth in the Articles of Agreement, as from time to time amended, and these By-Laws as detailed in Article II. The powers of the Members and the Board of Directors and all matters concerning the conduct and regulation of Twin State shall be subject to such provisions in regard thereto, if any, as are set forth in such Articles of Agreement which are hereby made a part of these By-Laws.

**ARTICLE II
Purpose**

It will be the purpose of Twin State to coordinate the services of all municipalities and fire departments belonging to it so as to provide better and more efficient cooperation in the protection of life and property within the area which it comprises. The Members shall provide aid for all incidents to other Members without charge. Nothing in these By-Laws shall prohibit one or more Members from negotiating payment for service contracts with towns and districts not possessing, adequate resources for the provision of fire protection, fire suppression, rescue and/or emergency medical services. Twin State in its efforts to provide increased protection of life and property efficiently is authorized to;

- a) acquire, operate, and dispose of property and equipment, including a dispatch center and communication service;
- b) extend the advantages of group purchasing to the Members;
- c) provide and operate training programs for firefighters, emergency medical personnel and other first responders;
- d) promote safety and compliance with NFPA Standards with the Members;
- e) cooperate with other state and local agencies;
- f) receive, hold and use donations, gifts, bequests, and grants, either outright or in trust for the purpose consistent with the statutes;
- g) request, receive and use appropriations raised by Municipalities, County, and State;
- h) apply for, receive and expend funds from the government of the United States in the form of direct aid or matching funds to carry out the purpose of the corporation;
- i) enter into contracts for the provisions of goods and services consistent with the goals of the corporation;
- j) employ personnel and agents to carry on the purpose of Twin State; and
- k) participate in the Statewide Mobilization Plans for New Hampshire and Vermont.

ARTICLE III
Membership

Section 1. Member Categories.

Twin State shall have the following categories of membership; Member and EMS Member.

Section 2. Member.

A municipal fire department or a duly organized fire district recognized by their respective State and meets the following requirements may apply to become a Member with all of the responsibilities and requirements of membership provided the following are met:

- a) Geographically contiguous to an existing Member Department.
- b) Operate a Pumper that meets the requirements of NFPA 1901 when constructed and has a minimum of a 1000 gpm pump, 500 gallon tank, 1,000 feet of large diameter hose and SCBA for each seat other than the operator's seat.
- c) Operate a Tanker that meets the requirements of NFPA 1901 when constructed with a minimum of 1500 gallons and capable of being filled at a rate of 250 gpm and dumping at a rate of 500 gpm. All Tankers that exist as of January 1, 2016 are exempt and the Board of Directors may waive the requirement for a Tanker if the Member has other apparatus or equipment that is beneficial to Twin State.
- d) Adequate firefighters to staff the Pumper with a minimum of 3 firefighters qualified for interior firefighting at least 80% of the mutual aid calls and the Tanker with 2 firefighters at least 90% of the mutual aid calls.
- e) Possess suitable radios, fittings and adapters to effectively work within the Twin State system.
- f) Train a minimum of 6 times a year with a minimum of 70% of the membership in attendance as evidenced by training records.
- g) Dispatched by the Twin State Dispatch Center unless not dispatched by Twin State as of January 1, 2016 or this requirement is waived by two thirds vote of a quorum of the Board of Directors.
- h) Provide evidence of Workers' Compensation insurance that covers all members of the Department for at least the respective State statutory minimum limits.
- i) A committee of the Board must visit the Department applying for Membership and review response records, meeting records, training records and the Department's apparatus to determine compliance with the requirements for membership and shall make a recommendation to the full Board of Directors concerning acceptance.
- j) A vote of the majority of the Board of Directors shall be required to accept an applicant as a Member.

Members pay dues as established annually by the approved budget process. All Members pay the same dues and have the right to elect the Board of Directors and a representative of a Member may be elected to the Board of Directors.

Section 3. EMS Member.

A state licensed Emergency Medical Services ("EMS") provider that is not affiliated with a fire department, but under contract with a Member to be the primary EMS provider to a Member Town and requires dispatching services may apply to be a EMS member. This membership pays dues as established annually by the Board of Directors. It has all of the privileges and responsibilities of a Member with the exception of the privilege to vote and be a member of the Board of Directors.

- a) An EMS Member is expected to provide mutual aid to Members.
- b) A vote of the majority of the Board of Directors shall be required to accept an applicant as an EMS Member.

Section 4. Continuing Requirements.

All Members must maintain all of the requirements of their membership category. A committee of the Board shall inspect all members except EMS members a minimum of once every five years to determine compliance with the requirements and obligations of being a member. At the time of the paying of the annual dues a member must provide a written statement certifying to the following:

- a) Evidence of Worker's Compensation Insurance
- b) Updated Roster of Members
- c) Updated Apparatus Inventory
- d) Certification that the department meets the requirements for their category of membership

Failure to provide the required certification or the visiting committee finding that the member does not meet the requirements, shall be cause for Termination pursuant to Article IV, Section 8.

ARTICLE IV
Membership Meetings

Section 1. Annual Meeting.

The annual meeting shall be held during the month of December of each year at such time and place as the Directors may determine. If the annual meeting is not held during December, a special meeting in lieu of an annual meeting may be held with all the force and effect of the annual meeting. Notice of the annual meeting setting forth the date, time, and place of any such meeting shall be sent via electronic mail to all Members at the last e-mail address provided by the Member to the Secretary not less than seven (7) days prior to the date of the annual meeting. The primary purpose of the annual meeting is to elect the Board of Directors, approve the annual budget and to receive reports of the Directors, President, and Treasurer.

Section 2. Regular Meetings.

In addition to the annual meeting, there shall be a minimum of ten regular membership meetings annually. The date and time of the regular meetings shall be set by the Directors. Notice of the meeting setting forth the date, time, and place of any such meeting shall be sent via e-mail to all Members at the last e-mail address provided to the Secretary not less than seven (7) days prior to the date of the meeting.

Section 3. Special Meetings.

Special meetings of the membership can be called by the President, a petition by the majority of the Directors or a petition of ten (10) Members. Any such petition must include the purpose of the special meeting. Upon the President receiving a petition, the President shall schedule a meeting of the membership within thirty days of receipt of said petition. Notice of the special meeting setting forth the date, time, place and purpose of any such meeting shall be sent via e-mail to all members at the e-mail address provided to the Secretary not less than ten (10) days prior to the date of the special meeting. Business transacted at a special meeting shall be limited to the purpose or purposes stated in the notice of the meeting.

Section 4. Quorum.

The presence in person or by proxy of a majority of the members of Twin State that can vote shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Agreement

or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 5. Conduct of Meetings.

Meetings of Members shall be presided over by the President or the Vice President, if neither is present, by a chairman to be elected at the meeting. If the Secretary is not present, the presiding officer may appoint a person to act as Secretary of the meeting.

Section 6. Voting.

At all meetings of Members, each Member entitled to vote shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member, bearing a date not more than one (1) month prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Agreement or by these By-Laws. If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the members entitled to vote on such election or matter.

Section 7. Member - Absence from Meeting.

Any Member who is not represented at three (3) consecutive meetings without excuse satisfactory to the Board of Directors shall be placed on probation and the municipality shall be notified in writing. Failure to correct the deficiency could result in termination of membership at the discretion of the Board of Directors.

Section 8. Termination of Membership.

Any category of membership may withdraw from Twin State or in certain circumstance be expelled from membership as follows:

a) Withdrawal

Any member by vote of its governing board may withdraw from the Corporation, but withdrawal shall not be effective until 90 days after written notice of withdrawal shall be delivered to one of the officers of the Corporation (NH-RSA 154:30-d). No part of any dues paid shall be refunded.

b) Expulsion

Any member for violations of these By-Laws can be expelled from the Corporation after being placed on probation for a period determined by the majority of the Board of Directors which probation is served in writing to the Fire Chief and the member's governing body. If the deficiency is not corrected during the probation period, a 2/3 majority vote of all of the Directors is required to expel a member.

ARTICLE V
Board of Directors

Section 1. Powers.

The Board of Directors shall have the entire charge, control and management of Twin State and its property and may exercise all or any of its powers except those specifically reserved to the membership pursuant to these By-Laws. The Board of Directors without limiting its responsibilities, is responsible for preparing a

budget for approval by the members, establishing the annual dues and presenting a slate of Board of Directors at the Annual Meeting of the Members.

Section 2. Number.

The Board of Directors ("Board") shall consist of (15) directors (individually referred to as "Director", collectively referred to as the "Directors").

Section 3. Term.

Directors shall serve for three-year terms ending on the date of the annual meeting. The term of each initial Director, shall be specified at the time of election. The terms of the Directors shall be fixed so that one-third shall be selected each year. Each Director shall hold office until their term expires and until their successor is selected. No Director shall serve for more than three (3) terms consecutively.

Section 4. Election.

At the Annual Meeting, or at a special meeting in lieu of an Annual Meeting, a majority of the Members shall elect the Board from those Members nominated to be a Director by the members or by a Nominating Committee as established by the President. The initial term for each Director shall also be determined in order to comply with Section 3 of this Article. Any vacancy in the Board may be filled by the Directors pursuant to Section 13 of this Article.

Section 5. Quorum.

Unless otherwise provided, a quorum for conducting a meeting of the Board shall be a majority of the Directors; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Removal.

A Director may be removed from office with or without cause by the affirmative vote of a majority of the Directors then in office.

Section 7. Resignation.

Any Director may resign by delivering a written resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 8. Annual Meeting of Board.

The annual meeting of the Board shall be held immediately after the annual meeting of the membership for the purpose of electing the administrative officer's and conducting such other business as may come before the Directors.

Section 9. Regular Meetings of Board.

Regular meetings of the Board shall be held a minimum of two (2) times a year which includes the Annual Meeting, and may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at the times and places so fixed, provided; however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of the Directors, or a special meeting held in lieu thereof, and that if at any meeting of the Board, at which a resolution is adopted fixing the times or place or places for any regular meetings, if any Director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing approved the resolution or seven days have elapsed after a copy of the resolution has been sent via e-mail, addressed to each such absent Director at their last known e-mail address.

Section 10. Special Meetings.

Special meetings of the Board may be called by the President, the Secretary, by any two Directors, or by one Director in the event that there is only one Director and shall be held at the place designated in the notice or call thereof. Notice of all special meetings of the Directors shall be given to each Director by the Secretary, in case of the death, absence, incapacity or refusal by the Secretary, by the officer or one of the Directors calling the meeting. Such notice shall be given to each Director in person or by telephone, or e-mail sent to each Director's business or home address last provided to the Secretary, at least twenty-four (24) hours in advance of the meeting, or by mail addressed to such business or home address and post-marked at least forty-eight (48) hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given to: (1) any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (2) any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a Director or Officer.

Section 11. Telephone Conference Meetings.

The Directors or the members of any committee may participate in a meeting of the Board or such committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting.

Section 12. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of the greater number is required by law or these By-Laws. The Board may also act without a meeting if written consent setting forth the action taken thereto is signed by all the Directors and filed with the records of the Board meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 13. Vacancies.

Any vacancy occurring on the Board shall be filled at the next regular or special meeting of the Board from among those individuals nominated to be a Director by the Nominating Committee. Such person shall be elected for the unexpired term of office of the predecessor in office.

Section 14. Director - Absence from Meeting.

Any Director who is absent from three (3) consecutive meetings without excuse satisfactory to the Board shall be deemed to have surrendered the office of Director.

Section 15. Director - Residuary Powers.

The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of Twin State. All powers of the Corporation set forth in, the Article of Agreement, or these By-Laws, shall be vested in the Board.

Section 16. Executive Committee.

The Board may, at any meeting of the Board of Directors, by vote of a majority of the number of Directors, elect an executive committee or other committees and may, by like vote, delegate thereto some or all of its powers except those which by law, the Articles of Agreement or these By-Laws it is prohibited from delegating. Except as the Board may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-Laws for the Directors. The Board shall have the power to fill vacancies in, change the membership of, or disband any such committee. The Executive Committee can conduct business electronically.

Section 17. Action by Consent.

Any action by the Board or any committee may be taken without a meeting if a written consent which would include e-mail is signed by all the Directors or all the members of the applicable committees and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 18. Honorary Directors, Advisors, Sponsors, and Friends of the Association.

The Board may designate certain persons or groups of persons as honorary directors, advisory directors, sponsors, friends, or such other title as the Board deems appropriate. The Board may elect persons to those titles for such terms and on such conditions as the Board determines and may assign to such persons such responsibilities, duties, and privileges as the Board determines. Persons designated by these titles shall not be Directors for the purposes of these By-Laws.

Section 19. Conflict of Interest.

Any possible conflict of interest on the part of any member of the Board or Officer of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue or transaction before the Board. Where the transaction involving a Director or Officer exceeds five hundred dollars (\$500) in a fiscal year, a two thirds vote approving the transaction is required. The minutes of the meeting shall reflect that a disclosure was made; that the interested Director and all other Directors with a pecuniary transaction with the Corporation during the fiscal year were absent during both the discussion and the voting on the transaction; and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement of acknowledgment, understanding and agreement to this policy.

ARTICLE VI
Officers

Section 1. Officers.

The Officers of the Corporation shall be a President, Vice President, Treasurer, and Secretary. The Officers of the Corporation may also include one or more Assistant Treasurers and/or Assistant Secretaries. The Officers shall be elected or appointed annually as specified in Article VI, Section 6. The Board may elect or appoint such other Officers as it deems desirable, such Officers to have authority and perform the duties prescribed, from time to time, by the Board. The Officer of any official position may be combined and held by one (1) person. Compensation for the Officers shall be set by the Board of Directors annually at the Annual Meeting and cannot be delegated to the Executive Committee.

Section 2. President.

The President shall be a Director nominated by the Directors and elected by the Board. The President shall preside at all meetings of the Board and Members and shall determine the agenda of each meeting. The President shall serve on the Executive Committee and shall be an ex-officio member without vote on all other Board committees. The President shall be the administrator of Twin State. The President, the Treasurer, or some other person specifically authorized by vote of the Board, may sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of Twin State. The President shall perform all the duties commonly incident to the office and shall perform such other duties and have such other powers as the Board may from time to time designate.

Section 3. Vice President.

The Vice President shall be a Director nominated by the Directors and elected by the Board. The Vice President shall have such powers and perform such duties as may be delegated to the position by the Board. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

Section 4. Treasurer.

The Treasurer shall be a Director nominated by the Directors and elected by the Board. The Treasurer shall have the care and custody of the funds of Twin State and shall have and exercise under the supervision of the Board all the powers and duties commonly incident to the office. The Treasurer shall, with the President, have the power to sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of Twin State. The Treasurer shall have the custody of the corporate seal and of all the money, funds, valuable papers and documents of Twin State. The Treasurer shall deposit all the funds of Twin State in such bank or banks, trust company or trust companies, or with such firm or firms as the Board may from time to time designate. The Treasurer may, on behalf of Twin State, endorse for deposit or collection, all checks, notes and other obligations payable to Twin State or its order and may accept drafts on behalf thereof. The Treasurer shall keep accurate books of account of all Twin State transactions, which books shall be the property of the Twin State, and together with all other of its property in the Treasurer's possession, shall be subject at all times to the inspection and control of the Board. All receipts and vouchers for payment made to Twin State, and checks, drafts, notes and other Twin State obligations for the payment of money by Twin State shall be signed by the Treasurer except as the Board may otherwise specifically order. Checks and drafts need not be countersigned, unless otherwise ordered by the Board. The Treasurer shall be bonded in an amount as determined by the Board and shall be audited by a third party a minimum of every two (2) years.

Section 5. Secretary.

The Secretary of Twin State shall be appointed by the Board annually at the Board's Annual Meeting and does not need to be a Director. The secretary shall be present at all meetings of the Board and Members, and shall keep accurate records of the proceedings had at such meetings, which books shall respectively be open at all reasonable times to the inspection of any director. The Secretary shall perform all the duties commonly incident to the office and shall perform such other duties and have such other powers as the Board may from time to time designate. In the absence of the Secretary from any meeting of the Board or Members, a temporary Secretary may be appointed who shall record the proceedings thereof.

Section 6. Election and Term of Office.

The President, Vice President, and Treasurer shall be elected by the Board at the Board's Annual Meeting or as soon thereafter as feasible and shall be by ballot cast by qualified Directors. A plurality of votes cast shall elect the officer. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until the next annual election of the Board and until a successor shall have been duly elected or appointed and shall have qualified. The term of office shall be one (1) year. The President, Vice President and Treasurer may be re-elected by the Directors to hold that office for a maximum of seven (7) consecutive terms.

Section 7. Removal.

Any officer elected by the Board may be removed by the Board by two-thirds (2/3) vote of the remaining Directors whenever in its judgment the best interest of Twin State would be served thereby.

Section 8. Vacancies.

A vacancy in the office of the President because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term. A vacancy in any other office because of death, resignation, removal, disqualification, or otherwise, may be filled by the President for the unexpired portion of the term.

ARTICLE VII
Committees

Section 1. Committees.

The Board shall appoint from their own numbers an Executive Committee and may appoint such other committees where the chair is a Director, but the committee members could be any party as they may from time to time deem necessary or advisable, and may delegate such powers and duties thereto as the Board may deem advisable to the extent permitted by law. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the appointed members of such committees. Each committee shall maintain a written record of its meetings and present reports to the Board at its next meeting. All committee members shall have a term of one year, but shall not be subject to term limits.

Section 2. Executive Committee.

The Executive Committee shall consist of the President, Vice President, Treasurer, and five (5) other Directors elected by the Board. The Executive Committee will have the authority to make final decisions on all matters related to Twin State. The Executive Committee will have primary responsibility for creating and monitoring the Twin State budget and the ordinary business of the Corporation. The Executive Committee shall report to the Board as provided in Section 1 of this Article.

Section 3. Nominating Committee.

At least eight weeks before the Annual Meeting, a Nominating Committee for membership of the Board shall be appointed by the President. The Nominating Committee shall offer the names of the Directors to be selected or to fill vacancies at the Annual Meeting. The Nominating Committee shall consist of three (3) Directors and two (2) Members.

Section 4. Standing Committees.

Unless otherwise provided herein, the Directors may appoint either Directors or Members to any standing committee. Such appointment shall be for a one (1) year term unless otherwise determined by the Board of Directors.

- (a) Dispatch Committee. This committee will be responsible for coordinating dispatch guidelines, procedures and pre-determined mutual aid responses.
- (b) Training Committee. This committee will be responsible for planning special events, seminars, training events and other programs to benefit the members of Twin State.
- (c) Membership Committee. This committee will be responsible for vetting all potential members and visiting 1/5 of the existing Member Departments each year to determine compliance with the requirements to be a member.
- (d) Scholarship Committee. This committee shall be responsible for fundraising for the scholarship fund, selecting the criteria for a scholarship, selecting scholarship recipients and awarding scholarships in the aggregate amount as authorized annually in the Twin State Operating Budget.

ARTICLE VIII
Member Privileges and Obligations

Section 1. Response.

All members are expected to respond with requested equipment, manpower and apparatus as they can provide. Failure to respond as requested will not create any liability to the requested Member, but is subject to these By-Laws.

Section 2. Reimbursement.

- a) All members shall make no charge for responding with personnel, apparatus and equipment to a Member, or as part of the State Mobilization Plan, or response within another Mutual Aid District for all incidents.
- b) Should the Member requesting assistance be reimbursed from a third party for either personnel, apparatus or equipment that responded, the responding Members should be reimbursed at the same rate as the third party received reimbursement.
- c) A Member providing foam or other expendable materials or supplies utilized at an incident shall have the right to request replacement or reimbursement for the expendable materials or supplies.
- d) This Section 2 is not intended to prevent a mutual aid ambulance from charging a patient for transport or for a community to contract for paramedic responses. It is intended to reimburse a Member for responding to a Hazardous Material Incident where the Member requesting assistance was reimbursed from a third party.

Section 3. Damaged Equipment.

The requesting Member shall have no obligation to repair or replace any damaged equipment or apparatus that responded to an incident.

Section 4. Reimbursement from Non-Members

Any Member responding to a municipality that is not part of a recognized Mutual Aid District or to a town without a fire department may charge the Municipality for any and all costs incurred at the rates sets by the Board of Directors annually at the Annual Meeting of the Board. All charges are per hour calculated based on one-hour increments from the time responding to the time back in service in quarters. The initial rates shall be as follows:

a)	Pumper	\$300
b)	Aerial	\$325
c)	Tanker	\$150
d)	Rescue	\$150
e)	Firefighter	\$20

ARTICLE IX

Contracts, Deposits, Funds, Gifts and Dues

Section 1. Contracts.

The Board may authorize any Officer or Officers, agent or agents, of Twin State, in addition to the Officers so authorized by these By-Laws, to enter into contracts or execute and deliver any instrument in the name of and on behalf of Twin State; and such authority may be general or confined to a specific instance.

Section 2. Deposits.

All funds of Twin State shall be deposited promptly to the credit of Twin State in such banks, trust companies or other depositories as the Board may select. The Board may elect to invest a portion of the funds of Twin State in investments that would be acceptable for Trustees of Trust Funds to invest capital reserves.

Section 3. Gifts.

The Board may accept on behalf of Twin State any contribution, gift, or grant for the general purpose or for any special purpose of Twin State.

Section 4. Grants.

The Board may apply and accept grants on behalf of Twin State for the general purpose or for any special purpose of Twin State.

Section 5. Dues.

The Board will establish annual dues for each membership category each year. Failure to pay the dues within three months after the invoice was issued is cause for dismissal.

Section 6. Assessments.

The Board shall prepare and present to the Members at the Members Annual Meeting the operating budget for the subsequent fiscal year for approval by the Members. The operating budget should include an estimate of the anticipated annual dues for each member category. Each member within a category shall pay the same dues. Failure to pay the dues within three months after issuing of the invoice is cause for dismissal. The invoice shall be issued within thirty (30) days of approval of the operating budget.

**ARTICLE X
Books and Records**

The Board shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members of the Board and Members. All books and records of Twin State may be inspected by any Member for any purposes at any reasonable time. The Board, shall cause an audit of the records of Twin State to be made at least every other year by a competent auditor or audit committee.

**ARTICLE XI
Member Limitation of Liability**

Pursuant to NH RSA 154:30-e there shall be no liability imposed by law on the Corporation, any municipality, the membership or the personnel of the membership for failure to respond or to respond reasonably for the purpose of extinguishing any fire. This immunity is not intended to be exclusive of other immunities existing by statute or at common law.

**ARTICLE XII
Personal Limitation of Liability**

The Directors and Officers of Twin State shall not be personally liable for any debt, liability or obligation of Twin State. All persons, corporations or other entities extending credit to, contracting with, or having any claim against Twin State may look only to the funds and property of Twin State for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from Twin State.

**ARTICLE XIII
Indemnification**

Each Director and each Officer of Twin State and each former Director or Officer of Twin State and their respective heirs, executors and administrators shall be indemnified by Twin State against all costs and expenses actually and necessarily incurred by them in connection with the defenses of any action, suit or proceeding, in which they, or any of them, are made parties, or a party, by reason of having been a Director or Officer of Twin State, except in relation to matters as to which any such Director or Officer shall be

adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The foregoing indemnification shall include reimbursement of all costs and expenses actually and necessarily incurred in setting any such action, suit and proceeding or in satisfaction of such action, suit, or proceeding or in satisfaction to any rights to which any such Director or Officer may otherwise be entitled as a matter of law or otherwise.

ARTICLE XIV
Fiscal Year

The fiscal year of Twin State shall end on December 31 each year.

ARTICLE XV
Gender, Singular and Plurals

The use of the masculine, feminine or neuter gender, and the use of the singular or plural shall not be given the effect of any exclusion or limitation.

ARTICLE XVI
Amendments

These By-Laws may be amended by a majority vote of the Members at a regular or special meeting of the members after thirty (30) days written notice of the proposed changes to all Members.

ARTICLE XVII
ADOPTION

On September 25, 2019, at a regular meeting of the Members (as defined in the prior approved version of the By-Laws) of the Twin State Fire Mutual Aid Association held in Lisbon, New Hampshire after being noticed pursuant to the By-Laws, the Members present voted unanimously to amend the By-Laws in their entirety and substitute this version which is identified as "APPROVED September 25, 2019" which became effective immediately upon adoption. The Secretary of Twin State certifies that a quorum was present on September 25, 2019 and that all Members present and eligible to vote approved the amended By-Laws identified as "APPROVED September 25, 2019".

Lisa Fastman
Secretary